

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Part C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

1. Brief Statement on Company's Philosophy on Code of Governance

The Board follows principles of good governance and emphasizes transparency, integrity and accountability. Good governance practices stem from the value system and philosophy of the Super Crop Safe Limited, we are committed to optimize shareholder returns, governance processes and an entrepreneurial, performance focused, conducive work environment.

The values of the Company i.e. Safety, Respect, Excellence, Courage and One Team in its ways of working, are fundamental drivers of sustainable business performance.

The Board is collectively responsible to ensure that Corporate Governance processes are structured to direct the Company's actions and agents to achieve this purpose, while complying with the Code of Governance. The Company's policies cover aspects such as ethical conduct, care for health, safety and environment; control and finance; commitment to employees and relationships as rooted in the Company's Governance Principles. Key aspects of the Company's Governance processes are:

- ❖ Clear statements of Board processes and the Board's relationship with the Management;
- ❖ A framework of prudent and effective controls which enable risks to be assessed and mitigated;
- ❖ Set the Company's values and standards and ensure that obligations to shareholders and other stakeholders are understood and fulfilled. The Board recognises that in conducting its business, the Company should be responsive to other relevant stakeholders.

- ❖ Review and where appropriate determine the long term strategy and the annual plan for the Company based on proposals made by the Management, for achieving the Company's purpose.

2. Board of Directors

Composition and Category

The Board of Directors of the Company comprises of an optimum combination of Executive and Non-Executive Directors, which is in conformity with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"). As of the year ended 31 March 2019, the Board consisted of Six (6) Directors comprising of three (3) Executive Directors, three (3) Non-Executive Independent Directors appointed by Super Crop Safe Limited, as provided under the Articles of Association of the Company. The Chairman of the Board is an Executive Director.

Appointment and Tenure

The Directors of the Company are appointed by Members at the General Meetings and two-third Directors (other than Independent Directors and Nominee Directors) retire by rotation pursuant to the provisions of the Companies Act, 2013. The Executive Directors serve in accordance with the terms of their contract of service with the Company.

Board Independence

Based on the confirmation/disclosures received from the Directors and on evaluation of the relationships disclosed, all the Non-Executive Independent Directors are independent in terms of Listing Regulations, 2015.

Name of the Director	Designation	Board Meeting during the year		Attendance at Last AGM	Directorship in Listed Companies (including Super Crop Safe Limited)	Memberships of Board Committees (including Super Crop Safe Limited)	
		Held	Attended			Member	Chairperson
Mr. Ishwarbhai B Patel	Chairman, Whole- Time Director and CEO	7	7	Yes	1	2	0
Mr. Nitin I Patel	CFO and Managing Director	7	7	Yes	1	3	1
Mr. Ambalal B Patel	Executive Director	7	7	Yes	1	0	0
Mr. Piyush K Patel	Non-Executive Independent Director	7	5	Yes	1	1	0
Mr. Radhakrishna Naraparaju	Non-Executive Independent Director	7	5	Yes	1	2	0
MS. Kalpanaben J Patel	Non-Executive Independent Director	7	7	Yes	1	4	3

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all public companies in which they are Directors.

Mr. Piyush K Patel (in individual capacity) holds 2,500 Equity Shares of the Company as on 31 March 2019, while Ms. Kalpanaben J Pandya holds 2,925 Equity Shares of the Company as on 31 March 2019. No other Non-Executive Independent Director holds any shares in the Company. The Company has not issued any convertible securities to Non – Executive Independent Director.

Independent Directors' Meeting

During the year, all the three Independent Directors of the Company met separately on 12 February 2019 without the presence of other Directors or Management representatives, to review the performance of Non-Independent Directors, the Board and the Chairman of the Company and to assess the quality, quantity and timeliness of flow of information between the Management and the Board.

Directors' Induction and Familiarization

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize themselves with the Company's procedures and practices. Periodic presentations are made at the Board and the Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

Independent Directors and Executive Directors are issued Letters of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The induction process for Non-Executive, Independent Directors includes interactive sessions with the Management, Business and Functional Heads, visits to markets/plants, etc.

Board Evaluation

The Nomination and Remuneration Committee has specified the criteria for performance evaluation of the Directors, the Board and its Committees. The Board is committed to

evaluating its own performance as a Board and evaluating performance of individual Directors, in order to identify strengths and areas in which it may improve functioning. Further, overall effectiveness of the Board is measured to decide the appointments and re-appointments of Directors. The details of annual Board Evaluation process for Directors have been provided in the Board's Report.

Following are the major criteria applied for performance evaluation –

1. Attendance and contribution at Board and Committee Meetings and application of his/her expertise, leadership qualities and knowledge to give overall strategic direction for enhancing the shareholders' value.
2. His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
3. His/her ability to monitor the performance of the Management and satisfy himself/herself with integrity of the financial controls and systems in place, etc.
4. Independent Directors' performance is evaluated also based on his/her help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct and his/her ability to bring an objective view in the evaluation of the performance of the Board and the Management.

3. Committees of the Board

The Board Committees are set up to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. Minutes of proceedings of Committee meetings are circulated to the Directors and placed before Board Meetings for noting. The Board has currently established the following Committees:

a) Audit Committee

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose

is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including the Cost auditors, the performance of internal auditors and the Company's policies.

The Audit Committee comprises of Three (3) Members – Two (2) Independent Directors viz. Ms. Kalpanaben J Pandya and Mr. N R Krishna and one (1) Executive Director Viz. Mr. Nitin I Patel as Members of the Committee. Ms. Kalpanaben J Pandya is the Chairperson of the Committee.

The terms of reference of the Committee are briefly described below:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment, remuneration and terms of appointment of statutory auditors, including cost auditors of the Company;
- Approving payment to statutory auditors, including cost auditors, for any other services rendered by them;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - i. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - ii. Changes, if any, in accounting policies and practices and reasons for the same;
 - iii. Major accounting entries involving estimates based on the exercise of judgment by the management;
 - iv. Significant adjustments made in financial statements arising out of audit findings;
 - v. Compliance with listing and other legal requirements relating to financial statements;
 - vi. Disclosure of any related party transactions; and
 - vii. Modified opinion(s) in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Monitoring and reviewing with the management, the

- statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
 - Approval or any subsequent modification of transactions of the Company with related parties;
 - Scrutiny of inter-corporate loans and investments;
 - Valuation of undertakings or assets of the Company, wherever it is necessary;
 - Evaluation of internal financial controls and risk management systems;
 - Reviewing, with the management, the performance of statutory auditors and internal auditors, adequacy of internal control systems;
 - Formulating the scope, functioning, periodicity and methodology for conducting the internal audit;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - Discussion with internal auditors of any significant findings and follow-up thereon;
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
 - To look into the reasons for substantial defaults, if any, in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - To review the functioning of the Vigil Mechanism and Whistle Blower mechanism;
- Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing qualifications, experience and background, etc. of the candidate;
 - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
 - Reviewing the following information:
 - i. The Management Discussion and Analysis of financial condition and results of operations;
 - ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - iii. Management letters/letters of internal control weaknesses issued by the statutory auditors;
 - iv. Internal audit reports relating to internal control weaknesses;
 - v. Reviewing the appointment, removal and terms of remuneration of the Chief internal auditor / internal auditor(s); and
 - statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Meeting of the Audit Committee were held during the Financial Year 2018-19 on 30th May 2018, 8th August 2018, 13th November 2018 and 12th February 2019. Meetings of Audit Committee are also attended by the Managing Director and Chief Executive Officer, Head of Accounts & Finance as permanent invitees. The Company Secretary & Compliance Officer acts as the Secretary to the Committee.

The attendance of each member of the Committee is given below:

Name	Designation	No. of Meetings held	No. of Meetings Attended
Ms. Kalpanaben J Pandya	Chairperson	4	4
Mr.N R Krishna	Member	4	4
Mr. Nitinbhai I Patel	Member	4	4

b) Nomination and Remuneration Committee

In terms of Section 178(1) of the Companies Act, 2013 and Regulation 19 of Listing Regulations, 2015, the Nomination and Remuneration Committee ("NRC") has been constituted.

Role (in brief) of the Nomination and Remuneration Committee is as follows:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal;
- To carry out evaluation of every Director's performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy relating to the remuneration of the Directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To recommend to the Board whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- To devise a policy on Board diversity;
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme including:
 - i. the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
 - ii. the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
 - iii. the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
 - iv. the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
 - v. the right of an employee to exercise all options vested in him at one time or various points of time within the exercise period;
 - vi. the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
 - vii. the granting, vesting and exercising of options in case of employees who are on long leave; and
 - viii. the procedure for cashless exercise of options.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

As on 31 March 2019, the NRC comprises of 3 (Three) members viz. Ms. Kalpanaben J Pandya, Non – Executive Independent Director, Mr. N R Krishna, Non – Executive Independent Director and Mr. Piyush K Patel, Non-Executive Director. The NRC is chaired by Ms. Kalpanaben J Pandya.

The Company has adopted a Nomination and Remuneration Policy. The Nomination and Remuneration Policy is in compliance with all applicable provisions of the Companies Act, 2013, particularly Section 178 read together with the applicable rules thereto and Regulation 19(4) of Listing Regulations, 2015. The Policy is designed to attract and retain best talent, who has the potential to drive growth and enhance shareholder value, it is essential to adopt comprehensive compensation policy

which is in synchronization with the industry trends. The Nomination and Remuneration Policy is annexed to the Board's Report.

There is one meeting was held on 07th August 2018. The Chairman of the Committee attended the Last Annual General Meeting for the year ended on 31st March 2019.

- **Details of Remuneration paid to Directors**

The Executive Directors are paid Salary and Bonus. Other Non-Executive Independent Directors do not receive any remuneration or sitting fees.

Details of remuneration of Executive Directors for the Financial Year ended 31 March 2019 is as under:

(Amount ₹ In Lakhs)

SN.	Particulars of Remuneration	Ishwarbhai B. Patel (W.T.D)	Nitin I. Patel (M.D)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12.00	12.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit		
	- others, specify		
5	Others, please specify	-	-
	Total	12.00	12.00

- The agreement with each Whole-time Director and the Managing Director is made for a period of 5 years.
- The appointment of Executive Directors, Key Managerial Personnel, the Management and other employees is by virtue of their employment with the Company and therefore, their terms of employment vis-à-vis salary, variable pay, service contract, notice period and severance fee, if any, are governed by the applicable policies of the Company at the relevant point in time.
- Presently, the Company does not have a scheme for grant of stock options to its employees.

c) Stake Holder Relationship Committee

The Stake Holder Relationship Committee comprises of Three (3) Members – One (1) Independent Directors viz. Ms. Kalpanaben J Pandya and Two (2) Executive Director Viz. Mr. Nitin I Patel and Mr. Ishwarbhai B Patel as Members of the Committee. Ms. Kalpanaben J Pandya is the Chairperson of the Committee. Company Secretary & Compliance Officer of the Company, is the Compliance Officer of the Company for redressal of Shareholder's/Investor's complaints.

Role (in brief) of the Stake Holder Relationship Committee is as follows:

- Oversee and review all matters connected with the transfer or transmission of the Company's securities;
- Approve issue of the Company's duplicate share certificates;
- Consider, resolve and monitor redressal of investors' / shareholders' / security holders' grievances related to transfer or transmission of securities, non-receipt of Annual Report, non-receipt of declared dividend etc.;
- Oversee the performance of the Company's Registrars and Transfer Agents;
- Recommend methods to upgrade the standard of services to investors;
- Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading;
- Carry out any other function as is referred by the Board from time to time and / or enforced by any statutory notification / amendment or modification as may be applicable;
- Perform such other functions as may be necessary or appropriate for the performance of its duties.

Four (4) Committee Meetings were held during the year ended 31 March 2019 on 30th May 2018, 08th August 2018, 13th November 2018 and 12th February 2019. All members attended all the Meetings.

During the Financial Year ended 31 March 2019, no complaints were received from the shareholders.

d) Corporate Social Responsibility committee:

In terms of Section 135(1) of the Companies Act, 2013, the Corporate Social Responsibility Committee ("CSR") has been constituted.

CSR Object:

The main objective of CSR policy is to lay down guidelines for the companies to make CSR as one of the key business process for sustainable development for the Society. It aims at supplementing the role of the Government in enhancing welfare measures of the society based on the immediate and long term social and environmental consequences of their activities. Company will act as a good Corporate Citizen, subscribing to the principles of Global Compact for implementation.

The Company firmly believes that CSR is primarily, the responsibility of the Company in relation to the impact of its decisions and activities on the society and also the environment, through a transparent and ethical behavior which is:

- a. Consistent with sustainable development and welfare of society,
- b. Takes into account the expectations of stakeholders,
- c. In compliance with applicable law, and
- d. Uniformly integrated and practiced throughout the Company.

Scope:

In furtherance of its CSR objects, the following are covered under this Policy:

- a. CSR activities implemented by the Company on its own;
- b. CSR activities of the Company through an external trust/society.

Role of CSR Committee:

- a. The CSR Committee shall monitor the implementation of the CSR Policy and CSR Plan. For this purpose, the CSR Committee shall meet at least once in a year and as and when required.
- b. In discharge of CSR functions of the Company, the CSR Committee shall be directly responsible to the Board for any act that may be required to be done by the CSR Committee in furtherance of its statutory obligations, or as required by the Board.
- c. The CSR Committee shall place before the Board the draft annual report as per the annexure prescribed under the Rules for finalization.

- d. The CSR Committee shall place before the Board a responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with C S R objectives and Policy of the company for inclusion in the Board's Report.
- e. The CSR Committee shall ensure that the CSR Policy and finalized Annual Plan are displayed on the Company's website.
- f. CSR Plan may be revised/modified/amended by the CSR Committee at such intervals as it may deem fit in consultation with Board.
- g. The CSR Committee shall review the Policy from time to time unless such revision is necessitated earlier.

Monitoring:

- i. Monitoring process for CSR Projects shall include the following:
 - Evaluation of Planned progress V/s Actual Progress
 - Actual expenditure V/s expenditure as per Approved Budget
- ii. The Company, in every Financial Year, shall endeavor to spend the feasible amount, which shall not be restricted by the statutory limit of a specified percentage of its average net profits of the immediately preceding three Financial Years. However, the aforementioned expenditure in any Financial Year shall be at least 2% of Company's average Net profits for the three immediately preceding three Financial Years.
- iii. The CSR Committee shall prepare a CSR Annual Plan for the above which shall include:
 - a. Identified CSR Projects
 - b. CSR expenditure
 - c. Implementation Schedules
- iv. Total expenditure in the CSR Annual Plan shall be approved by the Board upon recommendation by the CSR Committee.
- v. In case the Company fails to spend the statutory minimum limit of 2% of Company's average net profits of the immediately preceding three years, in any given financial year, the Board shall specify

the reasons for the same in its Director's Report of respective financial year in terms of clause (o) of sub-section (3) of section 134.

- vi. The CSR Committee shall ensure that major portion of the CSR expenditure in the Annual Plan shall be for the Projects in the Thrust Areas. However, there shall not be any preference given to any particular Thrust Area for budgetary allocation and it shall be made purely as per the identified CSR Projects on need basis.
- vii. Any surplus arising out of the CSR Projects shall not form a part of the business profit of the Company.

Two (2) Committee Meetings were held during the year ended 31st March 2019 on 30th May 2018, and 12th February 2019. All members attended all the Meetings.

4. Affirmation and Disclosure

- There were no materially financial or commercial transaction, between the Company and members of the Management that may have a potential conflict with the interest of the Company at large.
- All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

Code of Conduct

The Company's philosophy on Corporate Governance is built on a rich legacy of fair, transparent and effective governance. Our commitment to the highest level of ethical conduct should be reflected in all of the Company's business activities including, but not limited to, relationships with customers, suppliers, employees, the government and our stakeholders. One of our most valuable assets is the reputation for integrity and fairness. The Code of Conduct is available on the website of the Company www.supercropsafe.com.

The Board of Directors is responsible for ensuring that rules are in place to avoid conflict of interest by the Board members and the Management. The Board has adopted the Code of Conduct for the members of the Board and Senior Management Team. The Code provides that the Directors are required to avoid any

interest in contracts entered into by the Company. If such an interest exists, they are required to make adequate disclosures to the Board and to abstain from discussion, voting or otherwise influencing the decision on any matter in which the concerned Director has or may have such interest. The members of the Board and

the Management annually confirm the compliance of the Code of Conduct to the Board. The Code of Conduct for the members of the Board and Senior Management Team is in addition to the Code of Conduct of the Company.

5. General Body Meetings

Location and time of the last three AGMs of the Company

Location	Date	Time	Special Resolution
C-1/290 GIDC Estate, Phase – I, Naroda, Ahmedabad – 382330.	30th September 2016	11.00 A.M.	1. Preferential Issue and Allotment of Equity Shares 2. Preferential Issue of Warrants
C-1/290 GIDC Estate, Phase – I, Naroda, Ahmedabad – 382330.	25th September 2017	11.00 A.M.	1. Re-appointment of Mr Nitinbhai Ishwarbhai Patel (DIN: 00206561), as an Executive Director and whole time Director of the Company 2. Re-Appointment of Mr. Ishwarbhai B. Patel (DIN:00206389) as an Executive Director and Managing Director of the Company
C-1/290 GIDC Estate, Phase – I, Naroda, Ahmedabad – 382330.	23rd May 2018	11.00 A.M.	1. Preferential Issue and Allotment of Equity Shares 2. Preferential Issue of Warrants
C-1/290 GIDC Estate, Phase – I, Naroda, Ahmedabad – 382330.	24th September 2018	11.00 A.M.	1. Resignation of Shri Ishwarbhai B. Patel (Din: 00206389) As Managing Director of the Company but continues as Chairman and Chief Executive Officer of the Company 2. Appointment of Shri Nitin I. Patel (Din: 00206561) as a Managing Director and Chief Financial Officer of the Company

6. Means of Communication with Shareholders

The Company regularly interacts with shareholders through multiple channels of communication such as results' announcements, annual report, media releases, Company's website and subject specific communications.

The quarterly, half yearly and annual results of the Company's performance are published in leading newspapers such as Financial Express Gujarati

and English version. The aforesaid results are also made available on the website of the Company www.supercropsafe.com. The website also displays vital information relating to the Company and its performance and official press releases.

The Quarterly Results, Shareholding Pattern and all other corporate communication to the Stock Exchanges are filed through BSE Listing Centre, for dissemination on their respective websites.

7. General Shareholder Information

Thirty Second (32nd) Annual General Meeting

Date: 30th September, 2019

Time: 11:00 a.m.

Venue: C-1/290, GIDC Estate, Phase – I, Naroda, Ahmedabad – 382330.

Last Date for Receipt of Proxy Form: 48 hour before the date of AGM

Book Closure Date:

The Register of Members and Share Transfer Books of the Company will remain closed from 24th September

2019 to 30th September 2019 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.

Financial Year

1st April to 31st March: The Company has April to March (period of 12 Months) as financial year.

Tentative calendar of Board Meetings for Financial Year ending 31st March 2020

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the Financial Year ending 31st March 2020 is as follows:

First Quarter Results	Not later than 14th August 2019
Second Quarter/Half Yearly Result	Not later than 14th November 2019
Third Quarter Results	Not later than 14th February 2020
Fourth Quarter/Annual Results	Not later than 30th May 2020

Due Dates for Transfer of Unclaimed Dividend to the Investor Education and Protection Fund (IEPF)

Year	Dividend	Date of Declaration	Due for Transfer to IEPF
2011-12	Final	29th September 2012	29th October 2019
2012-13	Final	28th September 2013	28th October 2020
2013-14	Final	11th September 2014	11th October 2021
2014-15	Final	29th September 2015	29th October 2022
2015-16	Final	30th September 2016	30th October 2023
2016-17	Final	25th September 2017	25th October 2024
2017-18	Final	24th September 2018	24th October 2025

Listing on Stock Exchanges – Equity Shares: BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.

Payment of Listing Fees: Annual listing fees for the financial year 2018-19 have been paid by the Company to BSE.

Stock Code:

BSE Limited
ISIN

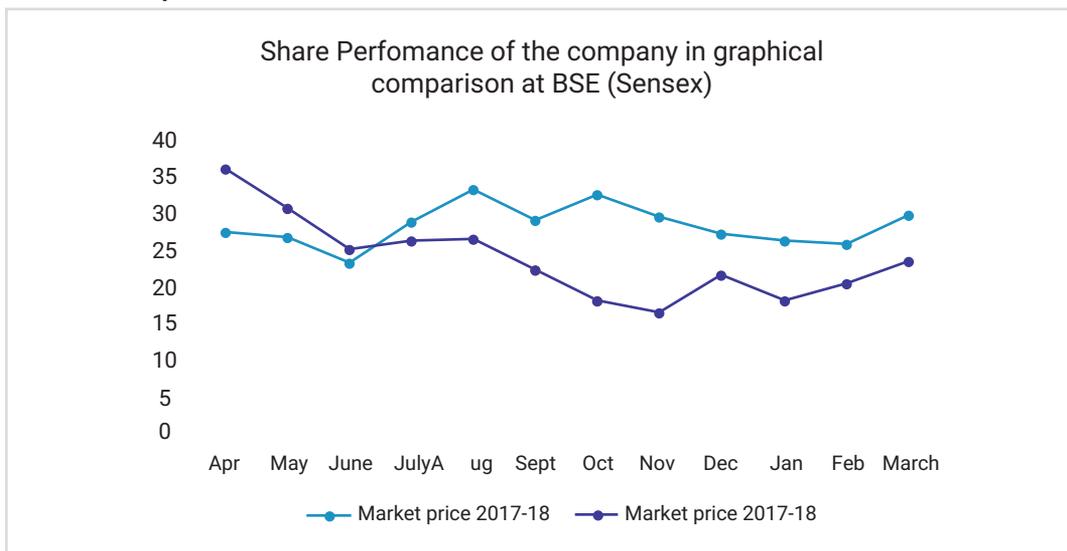
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Market Price Data

Monthly high and low quotation of the equity shares of the Company traded on the BSE during the year ended 31st March 2019

Months	High Price	Low Price
April 2018	37.10	30.15
May 2018	35.40	30.95
June 2018	30.25	24.55
July 2018	26.40	23.25
August 2018	29.05	25.50
September 2018	26.30	22.15
October 2018	23.30	17.90
November 2018	19.05	16.50
December 2018	22.70	16.85
January 2019	21.45	18.00
February 2019	21.40	16.85
March 2019	25.60	20.55

Stock Performance in comparison to the Financial Year 2018-19



Market Price 2017-18	27.63	26.91	23.48	29.01	33.52	29.20	32.74	29.76	27.42	26.50	26.00	29.95
Market Price 2018-19	36.35	31.00	25.30	26.40	26.80	22.50	18.15	16.65	21.65	18.30	20.55	23.65

During the Financial Year ended 31st March 2019, securities of the Company have not been suspended from trading on any of the stock exchanges where they are listed.

The Registrar and Share Transfer Agent of the Company

M/s. Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company as on 31st March 2019

Address for Correspondence

(Registrar and Share Transfer Agent)
505-508 Amarnath Business Centre -1 (ABC-1),
Beside Gala Business Centre,
Near St. Xavier's College Corner,
Off. CG Road, Ellisebridge,
Ahmedabad – 380006.
Tel: +91-079-2646 5179
Email: ahmedabad@linkintime.co.in

Share Transfer System

All Shares sent for transfer in physical form are registered by the Registrar and Share Transfer Agents as per the Listing Regulations, 2015. Request for transfer and transmissions are approved by the Share Transfer Agent under the authority granted by the Board. Shares under objection are returned within two weeks.

All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) within 15 days.

Distribution of Shareholding as on 31st March 2019

SR. NO.	SHARES RANGE			NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1	1	to	500	3492	52.2051	860446	2.177
2	501	to	1000	1069	15.9815	952210	2.4092
3	1001	to	2000	779	11.646	1275585	3.2273
4	2001	to	3000	408	6.0996	1051285	2.6598
5	3001	to	4000	170	2.5415	618782	1.5656
6	4001	to	5000	221	3.3039	1077336	2.7257
7	5001	to	10000	246	3.6777	1836846	4.6474
8	10001	to	*****	304	4.5448	31852010	80.588
	Total			6689	100.0000	39524500	100.0000

Distribution of shareholding by ownership:

Category	Demat Securities	Demat Holders	Physical Securities	Physical Holders	Total Securities	Total Holders	%-Issued Capital
Clearing Members	1096059	65	0	0	1096059	65	2.7731
Other Bodies Corporate	388158	61	0	0	388158	61	0.9821
Government Companies	94757	1	0	0	94757	1	0.2397
Hindu Undivided Family	1196083	174	0	0	1196083	174	3.0262
Non Resident Indians	205068	58	0	0	205068	58	0.5188
Non Resident (Non Repatriable)	27833	21	0	0	27833	21	0.0704

Category	Demat Securities	Demat Holders	Physical Securities	Physical Holders	Total Securities	Total Holders	%-Issued Capital
Public	19550042	5478	1742595	817	21292637	6295	53.8720
Promoters	15223905	14	0	0	15223905	14	38.5176
TOTAL :	37781905	5872	1742595	817	39524500	6689	100

The Company has issued 2,80,000 Equity Shares and 6,90,000 Convertible Warrants of the Company on 15th June 2018 on preferential basis in the year 2018-19 to the promoter and non-promoter group. As on 31st March 2019, about 95.59% of the Paid-up Share Capital of the Company has been dematerialized. The Company does not maintain any demat suspense account and/or unclaimed suspense account.

Credit Ratings:

The Company has not issued any debt instruments and does not have any fixed deposit program or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended March 31, 2019.

During the year under review, your Company has obtained long term rating of MSE2 (Financial Strength High) (Operating Performance Highest) from CRISIL Limited, with a High credit worthiness in relation to other MSEs. The Credit ratings were revised to CRISIL on September 03, 2019, due to subdued scaling up of profits in certain business segments.

Plant Locations: The Company's plant is located at Himmatpura, Ta: Mansa in Gujarat.

8. Other Disclosures Whistle Blower Policy/Vigil Mechanism

1. PREFACE

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted Code of Conduct which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined.

Super Crop Safe Limited (herein after referred as "the Company") being listed company requires to establish a vigil mechanism for directors and employees to report the genuine concerns as per the provisions of the section 177 of the Companies Act, 2013 in such manner as may be prescribed.

Regulation 22 of the Listing Obligation and Disclosure Requirement Regulation, 2015 between listed companies and the Stock Exchanges, inter alia also provides a

mandatory requirement for all listed companies to devise an effective whistleblower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

The company has adopted a Code of Conduct ("the Code") for directors and senior management, which lays down the principles and standards that should govern the action of the company and its employees.

Accordingly, this Whistleblower Policy ("the Policy") has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the chairman of the Audit Committee of the Company.

2. OBJECTIVE OF THE POLICY

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company.

To maintain the standards and objectives mentioned above, the Company encourages its directors and employees who have genuine concerns about suspected misconduct to come forward and express their concerns without fear of punishment or unfair treatment. A Vigil

(Whistleblower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Code of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

This policy, however, neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

3. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place, suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistleblowers. This Policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the Company.

They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators.

4. DEFINITIONS

“Audit Committee” means a Committee constituted by the Board of Directors of the Company in accordance with guidelines of Listing Obligation and Disclosure Requirements Regulations, 2015 and Companies Act, 2013.

“Board” means the Board of Directors of the Company.

“Company” means the Super Crop Safe Limited.

“Code” means Code of Conduct and Ethics for Directors and Senior Management adopted by Super Crop Safe Limited.

“Employee” means every employee of the Company including Directors in the employment of the Company.

“Protected Disclosure” means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Subject” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“Vigilance and Ethics Officer” means an officer appointed to receive protected disclosures from whistleblowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistleblower the result thereof.

“Whistleblower” is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. REPORTING OF PROTECTED DISCLOSURES

All employees of the company are eligible to make protected disclosures under the policy in relation to matters concerning the company. The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing. This Policy ensures that employees are empowered to proactively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Protected Disclosures nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. This policy shall not be used:

- i. For raising grievances related to employees' own career / other personal grievances.
- ii. For raising grievances related to career of other employees / colleagues.
- iii. Grievances arising out of the policies / procedures of the Company and any taken by the superior / management in this respect.

- iv. Grievances related to such other similar issues like (i), (ii) and (iii) hereinabove.

All Protected Disclosures should be reported in writing by the Whistleblower as soon as possible after the Whistleblower becomes aware of the same so as to ensure a clear understanding of the issues raised.

Employees can lodge a Protected Disclosure in one of the following ways:

- i. By sending an email to super_investors_greivance@yahoo.in with the subject "Protected Disclosure under the Whistleblower Policy".
- ii. By sending letter in a closed and secured envelop and super scribed as "Protected Disclosure under the Whistleblower Policy" to the Vigilance and Ethics Officer (as notified from time to time). Letter should either be typed or written in a legible handwriting in English or Hindi or Gujarati.

All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee / Vigilance and Ethics Officer or, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are advised not to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer. While this Policy is intended to protect genuine Whistleblowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. An employee who makes complaints with mala fide intentions and which is subsequently found to be false will be subject to strict disciplinary action.

The Whistleblower's role is that of a reporting party. Whistleblowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Audit Committee.

Although a Whistleblower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint, which does not contain all the critical information such as the specific charge. The complaint or disclosure must therefore provide as much detail and be as specific as possible in order to facilitate the investigation.

To the extent possible, the complaint or disclosure must include the following:

- i. The employee, and/or outside party or parties involved;
- ii. The sector of the Company where it happened (Location, Department, office);
- iii. When did it happen: a date or a period or time;
- iv. Type of concern (what happened);
 - a) Financial reporting;
 - b) Legal matter;
 - c) Management action;
 - d) Employee misconduct; and/or
 - e) Health & safety and environmental issues.
- v. Submit proof or identify where proof can be found, if possible;
- vi. Who to contact for more information, if possible; and/or
- vii. Prior efforts to address the problem, if any.

6. RECEIPT, INVESTIGATION AND DISPOSAL OF PROTECTED DISCLOSURES

On receipt of the Protected Disclosure the Vigilance and Ethics Officer / the Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- i. Brief facts;
- ii. Whether the same Protected Disclosure was raised previously by anyone on the subject, and if so, the outcome thereof;
- iii. Details of actions taken by the Vigilance and Ethics Officer / the Chairman of the Audit Committee processing the complaint
- iv. Findings and recommendations.

The Audit Committee, if deems fit, may call for further information or particulars from complainant.

Investigation

The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation. He shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard and shall be subject to strict disciplinary action up to and including immediate dismissal, if they fail to cooperate in an investigation, or deliberately provide false information during an investigation.

Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistleblower. He has a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by him.

Unless there are compelling reasons not to do so, he will be given the opportunity to respond to material findings

contained in the investigation report. No allegation of wrong doing against him shall be considered as maintainable unless there is good evidence in support of the allegation. He has a right to be informed of the outcome of the investigations. If allegations are not sustained, he should be consulted as to whether public disclosure of the investigation results would be in the best interest of him and the Company.

The investigation shall be completed normally within 45 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Protected Disclosure to appropriate external regulatory authorities.

Disposal

If an investigation leads the Vigilance and Ethics Officer to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer shall recommend to the management of the Company to take such disciplinary or corrective action commensurate with the severity of the offence, as he may deem fit. The company may also take reasonable and necessary measures to prevent any further violations which may have resulted in a complaint being made. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance and Ethics Officer or The Chairman or Chairman of the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

7. PROTECTION

No Personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences. Accordingly, the Company prohibits discrimination, retaliation or harassment of any kind against a Whistleblower, who based on his/her reasonable belief that one or more Protected Disclosure has occurred or are, occurring, reports that information. Any employee, who retaliates against a Whistleblower who has raised a Protected Disclosure or Complaint in good faith, will be subject to strict disciplinary action up to and including immediate termination of employment or termination of his/her relationship with the Company.

If any employee, who makes a disclosure in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or point of contact. If, for any reason, he/she do not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the Vigilance and Ethics Officer or The Chairman of the Audit Committee in exceptional cases. It is imperative that such employee brings the matter to the Company's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

A Whistleblower, who report any violation of the above clause to the Vigilance and Ethics Officer or the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

The company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

The Whistleblower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

8. INVESTIGATORS

Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Vigilance and Ethics Officer/ Audit Committee when acting within the course and scope of their investigation.

Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

Investigations will be launched only after a preliminary review which establishes that:

- i. the alleged act constitutes an improper or unethical activity or conduct, and
- ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

9. DECISION

If an investigation leads the Vigilance and Ethics Officer/ Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Vigilance and Ethics Officer / Chairman of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

10. REPORTING

The Vigilance and Ethics Officer shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

11. RETENTION OF DOCUMENTS

The Company shall maintain documentation of all Protected Disclosures or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of five (5) years or such other period as specified by any other law in force, whichever is more, from the date of receipt of the complaint. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.

12. AMENDMENT TO THIS POLICY

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Modification may be necessary, among other reasons, to maintain compliance with

local, state, central and federal regulations and/or accommodate organizational changes within the Company. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

9. Discretionary Requirements

A. The Board

The Chairman of the Board does not maintain a Chairman's office at the Company's expense. However, the Company, from time to time, reimburses the expenses in relation to the Chairman's office in connection with performance of his duties as the Chairman of the Company.

B. Shareholders' Rights – Half yearly results

As the Company's half yearly results are published in an English newspapers having a circulation all over India and in a Gujarati newspaper (having a circulation in Ahmedabad), the same are not sent separately to the shareholders of the Company, but hosted on the website of the Company.

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

It is hereby declared that all the Directors and senior management personnel and employees of the Company have affirmed to and complied with the code of conduct as approved and adopted by the Board of Directors.

Place: Ahmednabad
Date: 13/08/2019

For, Super Crop Safe Limited

Nitin I Patel
Managing Director