



SC AGROTECH LIMITED

(FORMERLY KNOWN AS: SHEEL INTERNATIONAL LTD.)

CIN No. : L01122DL1990PLC042207

Regd. Address : RZ-1484/28, Ground Floor, Tughlakabad Extn., New Delhi-110019

E-mail : sheel102@gmail.com, info@scagrotech.com, Web.: www.scagrotech.com

Ph : 011-65699900, Fax : 011-29993450

Date : 18/10/2017

To,

Listing Department/Department of Corporate relations

BSE Limited

PJ Towers

Mumbai-400051

Scrip Code: 526081

Sub: Submission of Annual report under Regulation 34(1) of SEBI (LODR) 2015

Pursuant to the provisions of Regulations 34(1) of SEBI (LODR) Regulation, 2015 We are enclosing soft copy of Annual report for the period 2016-17, being approved and adopted in the ensuing Annual General Meeting held on 29th September, 2017

This is for your information and record.

Thanking You

FOR SC Agrotech Limited

(Formerly known as Sheel International Ltd)


Ajay Rawat

Company Secretary



Encl: Soft copy of Annual Report 2016-17

27th Annual Report 2016-17



SC AGROTECH LIMITED
(Previously Known as Sheel International Ltd)



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

Company Information:

Board of Directors : Sh. Nitin Maheshwari- **Executive Director**
: Sh. Rahul Kumar **Director- Resigned on 01.03.17**
: Sh. Mahesh Chandra Acharya **Independent Director**
: Sh. Anil Kumar **Independent Director**
: Ms. Nayadita Sharma **Independent /Woman Director**

Company Secretary Cum Compliance officer : Sh. Ajay Rawat

Statutory Auditor : M/s Manoj Sangeeta & Associates
Chartered Accountant
405, 4th floor siddharth building, 96
Nehru place, new delhi-110019

Regd. Address : RZ-1484/28, Ground Floor, Tughlakabad Ext. New Delhi-110019

Contact Details **Email id:** sheel102@gmail.com, **Ph:** 011-65699900,
Website: www.scagrotech.com, info@scagrotech.com

Index :

Sr. No	Content	Page No
1	Notice & Explanatory Statement	3-6
2	Director Reports	7-9
3	Secretarial Audit Report	10-11
4	Corporate Governance Report (Annexure-A)	12-16
4	Extract of Annual Return (MGT-9)	17-21
5	Management Discussion And Analysis (Annexure-B)	21-22
6	CEO/CFO Certification	22-23
7	Audit Report	23-30
8	Balance Sheet	31
9	Profit & Loss	32
10	Cash Flow Statement	33
11	Notes forming part of Balance sheet & Profit & Loss	34
12	Schedules	38
13	Attendance slip & Proxy forms	39-40



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of SC Agrotech Limited (formerly Known as Sheel International Limited) will be held on Friday, 29th day of September, 2017 at Community Hall, Pracheen Shiv Mandir, Jallan Muhalla, Tughlakabad, New Delhi- 110044 at 10.00 A.M to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial Statement of the Company for the Financial Year Ended as on 31st March 2017 with reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Nitin Maheshwari (DIN 03459767) who retire by rotation and being eligible offer himself for re-appointment
3. To Ratify the appointment of Statutory Auditors M/s. Manoj Sangeeta & Associates, (FRN: 021873N) a firm of Chartered accountant, New Delhi to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors.

SPECIAL BUSINESS:

4. To Confirm the Resignation of Mr. Rahul kumar from the Directorship.

To Consider and if deemed fit to pass with or without modification, if any, the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Rahul Kumar has intended to give their resignation from the Directorship of the Company and the same has been accepted by the Board. The Board of Directors discuss the Contribution rendered by Mr. Rahul Kumar for the highest growth of the company and accepted resignation of Mr. Rahul Kumar the Directorship of the Company wef 1st March, 2017.”

Registered Office :

RZ-1484/28,GF,,
Tughlakabad Ext.
New Delhi-110019
Date 29.05.2017

By Order of the Board of Directors

For SC Agrotech Ltd.
(formerly known as Sheel International Ltd.)
sd/-
Nitin Maheshwari
(Executive Director)

NOTES:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/herself. The proxy need not be a member. The instrument appointing proxy should however be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty(50) and holding in aggregate not more than ten percent of the total share capital of the Company. 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 a proxy or any other person or shareholder.
3. An explanatory statement pursuant to Section 102 of the Companies act 2013 in respect to item No. 4 to 7 of the Notice is annexed hereto.
4. Corporate members intending to send authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. The Register of Member and Share Transfer Books of the Company will remain closed from the 22nd day of September, 2017 to 29th day of September, 2017(both days inclusive).
6. Members/ proxies should bring the admission slip duly filed in for attending the Meeting along with their copy of the report and financial statement.
7. Shareholders seeking any information with regard to accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

- 8 All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered office/ Branch office of Company on all working days between 10.00 am to 4:30 P.M upto the date of 27th Annual General Meeting.
- 9 The Company has entered into agreement with national Securities Depository Ltd (NSDL) and Central Depository Service (India) Ltd. (CDSL) for the dematerialization of securities. The Shareholder can have their shares dematerialised through depositories.
(Members desiring to have their shares in dematerialised form may send their share certificate through their depository participants, to the Registrar & Share Transfer Agent of the Company M/s Skyline Financial Services Pvt. Ltd D-153/A, 1st floor Okhla Industrial Area, Phase-1, New Delhi-110020 Tel No. 011-26812682,83).
- 10 Individual members holding Shares in physical form on their own behalf singly or jointly can make nomination for their holding. The nomination form will be made available on request. The members holding shares in dematerialized form may contact their depository Participants for recording of the nomination for their holding. Members Holding Shares in the same (S) under different folio(s) are requested to apply for consolidation of such folios by sending relevant share certificates.
- 11 Members holding the shares in physical form are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of Address and Bank particular should be given to their respective Depository Participant.
- 12 The Ministry of Corporate Affairs(MCA) Has Taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies vide Circular dated 21st April 2011. Accordingly the Service of documents made through electronic mode will be deemed as sufficient compliance for the purpose of section 20 of the Companies Act 2013.
- 13 To support the Green Initiative of the Government, it is proposed to send all shareholders communications including Notices, Annual Reports and other communications through Email. For above purpose, we request you to send Email confirmation to our Registrar & Transfer Agent(RTA) mentioning your name, DP/customer ID of Folio number and your Email id of or communication and also inform any Change in the Email Addresses.

Voting Process

Voting through Electronic Means

- I. Pursuant to regulation 44 of the SEBI(Listing Obligation and Disclosure Requirements) regulation, 2015, Listing Agreement with Stock Exchange, and provisions under Rule 20 of the Companies(Management and Administration) Rules, 2014 as amended by the Companies (management and Administration) Amended Rules, 2015, the Company is pleased to provide its shareholders facility to exercise their right to vote on resolution proposed to be passed in the Meeting by electronic means through e-voting platform provided by National Securities Depository Limited(NSDL) the members may cast their votes using an electronic system from a place other than venue of the meeting ("remote e-voting").
- II. The member who have cast their vote by remote e-voting prior to the meeting may attend their meeting but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on 25th September, 2017(10.00 AM) and ends on 28th September 2017 (5.00pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote E-voting shall be able to exercise their right at the meeting through ballot paper.
- V. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VI. The process and manner for remote e-voting are as under:



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

A. In case a Member receives an email from NSDL(for member whose email IDs are registered with the Company/ Depository participant(s)

- (i). Launch internet browser by typing the following: <https://www.evoting.nsdl.com>
- (ii) Click on Shareholder –Login
- (iii) Put user ID and Password as initial password/ PIN noted in step (i) above .Click login.
 - (iv) Password change menu appears . Change the password/Pin with The new password of your choice with minimum 8 digit / Characters or combination thereof. Note new password . It is strongly recommended not to share your password with any other person and take at most care to keep your password confidential.
 - (V) Home page of remote e-voting opens. Click on remote e-voting:Active Voting Cycles.
 - (vii) Select “REVEN” of SC AGROTECH LIMITED
 - (Vii) Now you are ready for remote e-voting as Cast vote Page opens.
 - (ix) cast your vote by selecting appropriate option and click on ‘Submit’ and also ‘Confirm’ when prompted.
 - (x) Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
 - (xi) Institutional share holder (i.e. other than Individual, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant Board Resolution /Authority letter etc .together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sheelscrutinizer@gmail.com or with a copy marked to e-voting @nsdl.co.in

B. In case member receives physical copy of the Notice of AGM (for member whose email IDs are not registered with company Depository Participants(s) or requesting copy):

- (i) Initial Password is provided s below/at the bottom of the Attendance Slip or the AGM:
- | REVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN: |
|---|----------------|----------------------|
|---|----------------|----------------------|
- (ii) Please follow all steps from Sl.No. (ii) to Sl.No. (xi) Above, to cast vote.
 - (iii) In case of any queries, you may refer the frequently Asked Questions(FAQs) for members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com.
 - (iv) If you are ready registered with NSDL for remote e-voting then you can use your existing user ID and password /PIN for casting your vote.
 - (v) You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication.
 - (vi) The Voting rights of the members shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off date 22th September, 2017
 - (vii) Any person , who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut off date i.e 22nd September 2017 may obtain the login ID and password by sending a request at e-voting @nsdl.co.in.however, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password for casting your vote. If you forgot your password, you can reset you password by using “ forgot user details /Password” option available on www.nsdl.com.
 - (viii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of E voting as well as voting at the AGM through ballot paper.
 - (ix) M/s. Sanjiv Nigam and associate, a Practicing Company Secretary (Membership No- 23593 & COP No8458) has been appointed as the scrutinizer of the Voting and remote e-voting process in a fair and transparent manner.
 - (x) The Scrutinizer shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the total votes cast in favour or against , if any , to the Chairman or person authorised by him in writing, who shall countersign the same and declare the result of the Voting forthwith.
 - (xi) All documents referred to in the accompanying Notice and the Explanatory Statement Shall be open for inspection at the registered office of the Company during normal Business hours on all working days except Sunday, up to and including the date of the Annual general Meeting of the Company.

Registered Office :
RZ-1484/28,GF,,
Tughalabad Ext.
New Delhi-110019

By Order of the Board of Directors
For SC Agrotech Ltd.
(formerly known as Sheel International Ltd.)
sd/-
Nitin Maheshwari
(Executive Director)



*SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17*

EXPLANATORY STATEMENT

The Following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013("Act) set all material Facts relating to the Business mention at Item No 5 of the accompanying notice:

Item No4:

Sh. Rahul Kumar has resigned from the board w.e.f 1st March, 2017 and board has discussed their contribution render to the company since their appointment accepted their resignation.

The Board recommended the resolution for your approval.

None of the Director is interested in said resolution.

This notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

DIRECTOR'S REPORT

TO THE MEMBERS
SC AGROTECH LIMITED

(Formerly known as Sheel international Ltd)

Your Directors have Pleasure in Presenting the 27th Annual Report together with audited statement of accounts for the year ended 31st March, 2017.

Financial Performance:-

(Amount in Rs.)

Particulars	As on 31.03.2017	As on 31.03.2016
Income		
Revenue from operations (gross)	5734500	10899500
Other Income	6775975	5443463
Total Revenue	12510475	16342963
Expenses		
Purchase	6198016	11492800
Employee benefits expense	3251782	2492500
Finance Cost	3500	2086
Depreciation and amortization expenses	141068	144995
Other expenses	2525365	1828140
Total Expenses	12120433	15960521
Profit (loss) before exceptional and extraordinary items and tax	390744	382442
Less: Exceptional Items & Current Tax		
1. Prior Period Tax Credit	74460	(84030)
2. Current year tax Exp	(74460)	(138756)
EARLIER YEARS	(76)	(84030)
DEFERRED TAX	241	(138756)
Total Exceptional Items & Current year Tax	----	(222786)
Profit/ (loss) after Tax and exceptional Items	389877	605227

OPERATIONS AND FUTURE PLANS :

The operations for the year under review show Profit before tax of Rs. 390042

The Operation of plant site of the company has been stopped since 1998 due to scarcity of fund . At present the scope in agriculture sector for trading as well as supply of live plants and planting material give better opportunity in terms of returns hence management decided to take appropriate resources and steps in this regards with new name i.e SC Agrotech Ltd.

TRADEMARK-BILONA:

Since the Production of the company has been stopped in the year 1998, BILONA is the most popular brand which is still holding more demand in market, Management has decided to lease out this Trade mark to Shree Anu Milk Products Limited., who is major supplier of the Dairy product , like Pure Ghee and skimmed Milk and other dairy product in the market hence approached to the company to use this popular brand therefore this brand has been leased out to Shree Anu Milk Products Limited under the agreed term and condition

DIVIDEND :

In view of the past track of the financial position of the company not to earn much more profits and its occurred huge loss since last several year company is not in the position is to distribute Dividend to its shareholders.

Share Capital:

There is no change in the Authorised Share Capital and paid up Share Capital of the Company during the previous year.



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

DIRECTORS / Company Secretary:

- *In pursuant to Article 89 (2) of the Article of Association of the Company read with Section 152 of the Companies Act, 2013 Mr. Nitin Maheshwari retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. The board recommended their re-appointment.*
- *Sh. Rahul Kumar retired from the Position of Directorship of the Company W.e.f 01st March, 2017..*

DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors responsibility statement pursuant to section 134 (5) of the Companies Act, 2013 is annexed there to

Your Directors have pleasure to State:

- i) *That in the preparation of the annual accounts for the financial year ended 31st March 2017 the applicable accounting standards has been followed along with proper explanations if any relating to material departures.*
- ii) *That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and the Profit/ Loss of the Company for the year under review.*
- iii) *That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.*
- iv) *That the Directors have prepared the annual accounts ongoing concern basis.*
- v) *That the Directors , have laid down the Internal Financial control to be followed by the Company and that such internal Financial Controls are adequate and were operating effectively.*
- vi) *That the Director have devised proper system to ensure compliance with the provision of all applicable law that such system was adequate and operating effectively.*

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and remuneration of managerial persons) rules, 2014, the Company has appointed Mr.Sanjiv Nigam (CP No. 8458) M/s Sanjiv Nigam & Associates, company Secretaries to undertake the Secretarial Audit of the Company for the financial period 2016-17

The Secretarial Audit report for the financial period ended 31st march, 2017 is attached as Annexure –I of this Board's report. The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

FIXED DEPOSITS:

During the year under review, neither any fixed deposit has been invited nor any fixed deposit have been renewed by the Company under the provisions of section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposits) Rules, 1975 from the public.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUT GO.

Statement pursuant of Section 134 (3) (m) of the Company Act, 2013 are annexed hereto and forming part of the report.



CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE:

Your Company has taken adequate steps to ensure compliance with the provision of Corporate Governance as prescribed under the Listing Agreement with the Appropriate Stock Exchange, and the same is being submitted with the stock exchange on quarterly basis. A Separate notes on Annual Corporate Governance and Management Discussion and Analysis Report are set out as Annexure "A" and "B" respectively. A Certificate from the Auditor of the company & Company Secretary in practice certifying compliance conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

LISTING AGREEMENTS REQUIREMENTS:

Your company is listed with the BSE and the Compliance under the Listing Agreement is being done on time. The Trading of the Equity are available at BSE and our shareholder are requested to demat their equity and use normal trading at Bombay Stock Exchange through NSDL/CDSL. Your company ISIN No INE895E01017

STATUTORY DISCLOSURE AND PARTICULARS OF THE EMPLOYEES:

None of the Director of your Company is disqualified as per provision of Section 164(1) of the Companies Act, 2013. Your Director has made necessary disclosure as required under various provision of the company Act, 2013 and Regulation 27 of the SEBI LODR 2015.

AUDITORS :

M/S Manoj Sangeeta & Associates, Chartered Accountant (FRN: 021873N) New Delhi, Auditors of the Company retire at the ensuing Annual General Meeting. They have expressed their willingness for reappointment. The Board recommends their reappointment.

ACKNOWLEDGEMENT:

The Board expresses its gratitude to the Government Authorities, Financial Institutions and Bankers for their continued and valuable support and co-operation extended to the Company. The Board also gratefully acknowledged the support extended by the suppliers, Investors, dealers, Shareholders of Company. The Board also wish to place on records their sincere appreciation of the wholehearted co-operation extended and the valuable contribution made by the employees of all levels. Your directors sincerely thank all members for supporting us during the difficult days. We look forward to your continued support and reiterate that we are determined to ensure that the plans are successfully implemented.

FOR AND ON BEHALF OF THE BOARD
For SC AGROTECH LIMITED
(Formerly Known as Sheel International Limited)

Date: 29.05.2017
Place: New Delhi

sd/-	sd/-
Nitin Maheshwari	Anil Kumar
Executive Director	Director

ANNEXURE TO THE DIRECTOR'S REPORT

Information Under Section 134 (3) (m) of the Company Act, 2013 read with Company (Disclosure of Particulars in the Report of the Directors) Rule, 1988 and forming part of the Directors Report for the year ended 31st March 2017.

1. CONSERVATION OF ENERGY:

Your Company has not consumed any kind of energy during the year as the operation of the Plant has been suspended since 1998.

2. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION

The operation of the Company has been suspended since 1998 therefore the company has not imported any technologies.

3. FOREIGN EXCHANGE EARNING AND OUTGO.

Foreign Exchange Earning and outgo during the year is NIL.



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

SECRETARIAL AUDIT REPORT (MR-3)

Annexure-I

FOR THE FINANCIAL YEAR ENDED 31.03.2017

(Pursuant to Section 204(1) of the Company Act, 2013 and rule No.9 of the Company Act (Appointment and remuneration personal Rule, 2014)

To,
The Members,
SC Agrotech limited
(Formerly known as Sheel International Ltd)
Sheel International Limited
Regd. Add: RZ-1484/28, GF,
Tughlakabad Ext.
New Delhi-110019

We have conducted the secretarial audit of the Compliance of applicable statutory provision and adherence to good corporate practices by SC Agrotech limited hereinafter called the company (formerly known as Sheel International Limited.) Secretarial Audit was conducted in manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing of opinion there on.

Based on our verification of the Company M/s SC Agrotech limited books, papers, Minute Books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, Its officers, agents and authorised representative during the conduct of Secretarial Audit , We hereby report that in my opinion , the company has , during the Audit period covering the financial year ended 31st March 2017 complied with the Statutory Provision listed hereunder and also that the Company has proper Board –Process and compliance mechanism in place to the extent , in the manner and subject to the reporting made here in after:

We have examined the books, papers , minutes books, forms and returns filed and other records maintained by the Company M/s SC Agrotech limited for the financial year ended on 31st March, 2017 according to the provision of :

- (i) The Companies Act, 2013(the Act) and the rules made there under:
- (ii) The Securities Contract (regulation Act, 1956 and the rules made there under
- (iii) The Depository Contract Act, 1996 and the Regulation and bye laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulation made thereunder to the extent of foreign Direct Investments and External Commercial Borrowings.
- (v) The following regulation and Guidelines prescribed under the Securities and Exchange Board of India (substantial Acquisition of Shares and takeover) Regulation, 2011
 - (a) The Securities and Exchange Board of India (substantial Acquisition of Shares and takeover)Regulation , 2011:
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading)Regulation, 1992.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirement) Regulation, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guideline, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing and Debt Securities Regulation ,2008
 - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Company Act and dealing with client;
 - (g) The Securities and Exchange Board of India (delisting of Equity Shares)Regulation, 2009 and
 - (h) The securities and Exchange Board of India(Buy Back of Securities) Regulation, 1998

I have also examined compliance with the applicable of clause of the Following :

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

During the period under review the Company has complied with the Provision of the Act, Rules, regulations, guidelines, standards etc. mentioned above subject to the following observations:

I further report that The Board of Director of the Company is duly constituted with proper balance of Executive Directors, , three Independent Directors including One woman Director. The Change in composition of the Board of Director that took place during the period under review were carried out in compliance with the Provisions of the Act. Adequate Notice is given to all Director to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exist for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes.

I further report that there are adequate system and process in the company commensurate with the size and operation of the company to monitor and ensure compliance with applicable laws, rules, regulation and guidelines.

I further report that during the Audit period the Company has not made any public /Right/ Preferential Issue of shares/Debenture /Sweat Equity Shares during the period under review.

- 1. No Buy Back of Securities is being done .*
- 2. No redemption /Buy Back of Securities has been done during this financial year ended 31.03.2017*
- 3. No Dividend has been paid during the financial year.*
- 4. All Compliance has been done on timely basis.*
- 5. Maintaining adequate Board and appointed Woman Director and Independent Director & Independent Director in the board as per applicable provision of the Company Act, 2013.*

For Sanjiv Nigam & Associates
Sd/-

Sanjiv Nigam
Company Secretary CP No-8458



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

Annexure - A

CORPORATE GOVERNANCE:
Regulation 27(2) of The SEBI (LODR)2015
For the year ended 31st March , 2017
COMPANY'S PHILSOPHY ON CODE OF GOVERNANCE:

SC AGROTECH LIMITED (previously Known as Sheel International Limited) aims at ensuring high ethical standards in all areas of fair corporate governance and compliance to the statutory body. The Company has not started its production in its main stream due to non operational plant since long time further management has diversified its business in the Agriculture / horticulture sector and in view of the Growth of the Company to enhance its stake holder's value.,

In accordance with regulation 27 (2) of the SEBI (LODR) Regulation, 2015 of the Listing agreement with the Stock Exchanges, the details of governance including compliances by the SC Agrotech Limited (Formerly Known as Sheel International Limited) with the provisions of Regulation 27 of the (SEBI, LODR) 2015 are on time. We Further believe that all its operations and actions must serve the underlying goals of enhancing overall shareholders/ Stakeholder value overall a sustained period of time.

BOARD OF DIRECTORS:

The Board of Directors of the Company Comprises of four Directors including one Executive Director and three –Independent Directors including one woman Director . The Board consist of eminent persons with considerable professional expertise and experience in the Business of Agriculture, Marketing finance, Audit,etc.

During FY 2016-17, Six (6) Board Meetings were held. The details of Directors, their attendance at Board Meetings and at the previous Annual General Meeting of the Company are, given below:

Date of Board Meeting held: 25.05.2016, 12.07.2016, 11.08.2016, 30.09.2016 11.11.2016, 09.02.2017, 01.03.2017 and the gap of the Two board meeting is not more than four month.

Name of Director	DIN	Category	Board Meeting (Attend)	Whether presented in the Previous AGM held on 30.09.16 Y for Yes, N for No.
Nitin Maheshwari	03459767	Executive Director / WTD	6	Y
Mahesh Chandra Acharya	05330042	Independent Director	6	Y
Rahul kumar	05326975	Non Executive Director	5	Y
Nayadita Sharma	07156814	Independent Director	6	Y
Anil kumar	07215544	Independent Director	6	Y

The Composition and Category of Director as on 31.03.2017 is as follows.

Name of Director	Designation	Change/resignation	Category
Sh. Nitin Maheshwari	Executive Director		Whole Time Director
Sh. Rahul Kumar	Director	Resigned on 01.03.2017	Non Executive Director
Sh. Mahesh Chandra Acharya	Director		Independent Director
Smt. Nayadita Sharma	Proposed Woman director		Independent/Woman Director
Sh Anil kumar	Director		Independent director

Code of conduct:

The Company has already implemented a Code of Conduct for all Board Members and Senior Managements of the company in compliance with Regulation 27 of the (Listing Obligation and Disclosure Requirement), Regulation -2015. But, since the operations of the Company were not much more ,the application of the code of conduct was limited to that extent.



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

Name of the Director/ Management/KMP	Category of the Director/Management/KMP	No. of Board meetings Attended- To be change	Attendance at Last AGM
Sh. Nitin Maheshwari	Executive Director	6	30 TH SEPTEMBER 2016
Sh. Mahesh Chandra Acharya	Independent Director	6	30 TH SEPTEMBER 2016
Sh. Rahul Kumar	Director Non Executive	5	30 TH SEPTEMBER 2016
Smt. Nayadita Sharma	Independent / Woman	6	30 TH SEPTEMBER 2016
Sh. Anil Kumar	Independent Director	6	30 TH SEPTEMBER 2016
CS Ajay Rawat	Compliance officer/ Company Secretary	6	30 TH SEPTEMBER 2016

* Independent Director is the Director neither any, members of any other committee other than the Audit Committee, grievance committee, remuneration committee of the SC Argotec Ltd (formerly known as Sheel International Ltd).

*Mr. Rahul Kumar has been resigned from the Board w.e.f 01.03.2017.

AUDIT COMMITTEE:

Under Regulation 18(1) & (2) of SEBI (Listing Obligation & Disclosure Requirement), Regulation, 2015, set up the Audit Committee for the financial year 2016-17 and the total strength of the Audit Committee is four. The said committee was constituted to exercise powers and discharge function as stipulated in Regulation 27 of LODR, 2015 of the Listing Agreement, and other relevant statutory and regulatory provisions.

During the relevant financial year, 4 Audit Committee Meetings were held on 30.06.2016,30.09.2016,31.12.2016,31.03.2017.

The constitution of the Audit Committee and the attendance of each member of the Committee for the financial year 2016-2017 is given below:-

Name of the Members	Designation	No. of Meeting	Attendance
Rahul Kumar	Non Ex.Director	3	3
Nitin Maheshwari	Executive Director	4	4
Mahesh Chandra Acharya	Independent Director	4	4
Naydita Sharma	Independent Woman Director	3	3
Anil Kumar	Independent Director	4	4

REMUNERATION COMMITTEE:

Under Regulation 19(1) & (2) of SEBI (Listing Obligation & Disclosure Requirement), Regulation, 2015, set up the Remuneration Committee for the financial year 2016-17 and the total strength of the Remuneration Committee is four Board has constituted Remuneration committee in the year 2016-17.

Name of the Members	Designation	No. of Meeting	Attendance
*Rahul Kumar	Non Ex.Director	3	3
Nitin Maheshwari	Executive Director	4	4
Mahesh Chandra Acharya	Independent Director	4	4
Nayadita Sharma	Independent Woman Director	3	3
Anil Kumar	Independent Director	4	4

*Mr Rahul kumar has resigned from the Director Ship w.e.f 01st march 2017.



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

SHARE HOLDERS GRIEVANCE/ SHARE TRANSFER COMMITTEE:

Under Regulation 20(1) & (2) of SEBI (Listing Obligation & Disclosure Requirement), Regulation, 2015, set up the Stake Holder Committee for the financial year 2016-17 and the total strength of the Stake Holder Committee is four. Board has constituted stake holder committee. In the year 2016-17. Sh. Ajay Rawat Company Secretary in the Board to look out the all grievance of the shareholder of the company. The Company has redressed all the Complaints/ grievances within the stipulated times.

The Committee recommended the inter-alia, approved issue of duplicate Certificate , Consolidation, Splitting of Equity Shares and such other matter incidental there to its Registrar Share Transfer Agent M/s Skyline financial Services Private Limited, New Delhi to do all the share holders complaints and share transfer, Demat Confirmation, & Dematerialization of the equity on behalf of the company.

SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The Company Process the investor complaints received by it through a computerised complaint redressal system. The Salient feature of this system are centralized database of all complaints, online movement of complaints to the concerned entities and online upload of action taken reports (ATRs) by the concerned entities by electronic mode in SCORES. submitted through SEBI Compliants Redress system (SCORES).

The Status of the total complaints received during the FY 2016-17 is as follows -

Type	No of Complaint
Complaints received from the shareholder through SEBI and other statutory body	4
Complain received from shareholder direct to the company	Nil
Complaints redressed out of the above	4
Pending Complaints received as on 31.03.2017	Nil

Compliance of Insider Trading Norms:

Company has adopted the code of internal procedures and thus complies with the insider trading norms.

General Shareholder's information

AGM, date, time, and Venue	Date	Time
Community Hall, Pracheen Shiv Mandir, Jalan Muhalla, Tughlakabad Village. New Delhi-110044	29.09.2017	10:00 AM

Financial year ending :- 31.03.2017.

Book closure date: - 22nd September 2017 to 29th September, 2017 (both the days inclusive)

Listing on stock exchanges. Bombay Stock Exchange ISIN No INE895E01017.

Other Information:

Share holdings of Directors (name)	No. of Shares
Sh. Nitin Maheshwari	100

- a) Director retiring by rotation / reappointment: Nitin Maheshwari
- b) The ISIN for the dematerialized share of the company is (ISIN No). INE895E01017
- c) Share transfer system: Share Transfer activity is being done by RTA M/s Skyline Financial Services Pvt. Ltd Address at D-153A, Okhla Phase 1, New Delhi-110020
- d) The Company has not proposed / declared any dividend during the year.
- e) Plant Location: City - Aurangabad, , Shyana Road Buland Shahar, Uttar Pradesh
- f) Registered Address; Rz-1484/28 Ground floor Tughlakabd Extn New Delhi-110019

E-mail id of the Company: info@scagrotech.com Email id of the Compliance officer: Sheel102@gmail.com

Telephone No: 011-65699900; Fax: 011-29993450; Website: www.scagrotech.com



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

STATEMENT SHOWING DISTRIBUTION OF EQUITY SHARES AS ON :31.03.2017
SC AGROTECH LIMITED

DISTRIBUTION OF 59950000 EQUITY SHARE CAPITAL AS ON :31/03/2017
Nominal Value of Each Share : Rs. 10.00

Share or Debenture holding (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	17458	95.58	22822700	38.07
5001 To 10,000	533	2.92	4588990	7.65
10001 To 20,000	171	0.94	2697220	4.5
20001 To 30,000	41	0.22	1042000	1.74
30001 To 40,000	20	0.11	715050	1.19
40001 To 50,000	15	0.08	710550	1.19
50001 To 1,00,000	9	0.05	583500	0.97
1,00,000 and Above	19	0.1	26789990	44.69
Total	18266	100	59950000	100

Share price movements:

The Trading of equity shares of the company under the Trade to Trade category and traded at Bombay Stock Exchange only. The Data related to the Price movement are available on the Bombay Stock Exchange website where the script is listed and traded.

SHARE HOLDING PATTERN AS ON 31.03.2017

Category	No of Share Holders	No. of shares	% of equity	Physical	Dematerialization
Promoter Group					
Individual	6	2208214	36.83%	Nil	2208214
Body Corporate	3	150900	2.52 %	Nil	150900
Total : A	9	2359114	39.35%	Nil	2359114
Public Holding					
Financial	1	100	Nil	100	Nil
Institutional	Nil	Nil	Nil	Nil	Nil
Non Institutional					
Individual	18026	3606355	60.16%	3139800	466555
Body Corporate/HUF	50	29431	0.49%	15900	13531
Total: B (%)	18257	3635886	60.65	3155800 (52.64%)	480086 (8.01 %)
Total A + B	18266	5995000	100.00 %	3155800 (52.64%)	2839200 (47.36%)

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely impact on equity –NIL
Conversion date and likely impact on Equity Shares-Nil



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

SC Agrotech Limited

(Formerly Known as Sheel International Ltd)

We have examined the compliance of the conditions of Corporate Governance by SC AGROTECH LIMITED (Formerly Known as Sheel International Ltd) for the year 31st March 2017 as stipulated in Regulation 27 of SEBI LODR, 2015 of the Listing Agreement with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information, and according to the explanations given to us, we certify, that the Company has complied all compliance with the conditions of the Corporate Governance as stipulated in the above mentioned listing agreement.

We state that majority of the investor grievances were attended within one month as per maintained by the company.

We further state that such compliance is neither a assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi

Date: 29.05.2017

For Manoj Sangeeta & Associates
Chartered Accountant
(Frn-021873N)

Sd/-

Manoj Kumar

Membership No.098161

PRACTISING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

SC Agrotech Limited

(Formerly Known as Sheel International Ltd)

We have examined the compliance of the conditions of corporate Governance by SC Agrotech Limited (Formerly Known as Sheel International Limited) for the year ended March 31, 2017 as in Regulation 27 of SEBI LODR, 2015 of the Listing Agreement of the Company.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our Examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

For Sanjiv Nigam & Associates

Practicing Company Secretaries

Sd/-

Sanjiv Nigam

Company Secretary-

M.No-23593

CP No. 8458



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

EXTRACT OF ANNUAL RETURN (MGT-9)
As on the financial year ended 31.03.2017

{ Pursuant to section 92(3) of the Companies act, 2013 and rule 12(1) of the companies (Management and Administration) Rule, 2014 }

I. Registration and Other Details:

1)	CIN	L01122DL1990PLC042207
2)	Registration Date	28/11/1990
3)	Name of The company	SC Agrotech Ltd (Formerly Known as Sheel International Ltd)
4)	Category/Sub-Category of the Company	Company Limited by Shares/Non Government Company
5)	Address of the Registered office and contact Details	Rz-1484/28, Ground Floor, Tughlakabad Ext, New Delhi-110019
6)	Whether listed company Yes/No	Yes
7)	Name, Address and contact Details of Registrar and Transfer Agent, If any	Skyline Financial Services Ltd D-153/A, 1st floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Ph No. 011-26812682

II. Principal Business Activities of The Company

All the Business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S.No	Name and Description of Main Products/Services	NIC code of the Product/Service	% to total turnover of the company
1.	Banana Pants & other pants	9961112	100

III. Particular of Holding Subsidiary and Associate Companies:-

S.No	Name of The address of The Company	CIN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
Nil	Nil	Nil	Nil	Nil	Nil

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share holding

Sr No	Category of Holder	Number of Share held beginning of the year 01.04.2016				Number of Shareheld at the end of the year 31.03.2017				% change during the year
		Demat	Physical	Total	% of Total	Demat	Physical	Total	% Total Shares	
A	Indians									
	Shareholding of Promoter & promoter company									
1	Indian									
a)	Individual/Huf	2201662	0	2201662	36.72	2208214	0	2208214	36.83	0.11
b)	Cent.Govt./State.Govt.	0	0	0	0	0	0	0	0	0
c)	Body corporates	150900	0	150900	2.52	150900	0	150900	2.52	0
e)	FII/BANKS	0	0	0	0	0	0	0	0	0
f)	Any other.specify									0
	Sub total (A)(1)	235262	0	2352562	39.24	2359114	0	2359114	39.35	0.11
2	Foreign									
a)	Individual/NRI	0	0	0	0	0	0	0	0	0
b)	Body Corporates	0	0	0	0	0	0	0	0	0
c)	Institutional	0	0	0	0	0	0	0	0	0
d)	Any other . Specify									0
	Sub total (A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding Promoters & Promoters Group=A(1)+A(2)	2352562	0	2352562	39.24	2359114	0	2359114	39.35	0.11
B	Public Shareholding									
1	Institutional	0	0	0	0	0	0	0	0	0
a)	MF/UTI	0	0	0	0	0	0	0	0	0
b)	FII/BANKS	100	0	100	0	100	0	100	0	0
c)	Cent.Govt/State.Govt.	0	0	0	0	0	0	0	0	0
d)	Any others, Specified	0	0	0	0	0	0	0	0	0
	Sub-Total B(1)	100	0	100	0	100	0	100	0	0
B2	Non Institutional									0



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

(a)	Body corporate	3473	19000	22473	0.37	7530	15900	23430	0.39	-0.02
(b)	Individual	0	0	0	0	0	0	0	0	0
i	Individual Shareholders Holding Nominal Share Capital up to Rs 1 lakh	235387	3150600	3385987	56.48	259670	3116600	3376270	56.32	-0.16
ii	Individual Shareholders holding nominal share capital in excess of Rs1 Lakh	207176	23300	230476	3.84	206885	23200	230085	3.84	0.01
(C)	Any other (specify)(NRI)	0	0	0	0	0	0	0	0	0
(C-i)	HUF	3402	0	3402	6001	6001	0	6001	0.10	0.04
(C-ii)	Clearing Member	0	0	0	0	0	0	0	0	0
	Sub-Total(B)(2)	449438	3192900	3642338	60.76	480086	3155700	3642338	60.76	0
(B)	Total Public Shareholding(B1+B2)	449538	3192900	3642438	60.76	480186	3155700	3642438	60.76	0
	Total(A)+(B)	2802100	3192900	5995000	100	2839300	3155700	5995000	100.00	0
(c)	Share held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
1	Promoter an Promoter group	0	0	0	0	0	0	0	0	0
	Public	0	0	0	0	0	0	0	0	0
	Sub-Total(C)	0	0	0	0	0	0	0	0	0
	Grand Total(A)+(B)+(C)	2802100	3192900	5995000	100	2839300	3155700	5995000	100.00	0

(ii) Share Holding of Promoters

Sr.No	Shareholders Name	Shareholding at the beggning of the year 01.04.2016			Shareholding at the end of the year 31.03.2017			% Change in share holder during the year
		No. of Shares	% of total share of the company	% of shares pledge	No. of Shares	% of total share of the company	% of shares pledge	
1	Sanjay Chandak	102200	1.70	0	108713	1.81	0	0.11
2	Sanjay Chandak HUF	12362	0.21	0	12362	0.21	0	0
3	S.N Chandak(huf)	38998	0.65	0	38998	0.65	0	0
4	Sumeet Chandak	79800	1.33	0	79800	1.33	0	0
5	Sheela Maheshwari	648980	10.83	0	648980	10.83	0	0
6	Satya Narayan Chandak	1319322	22.01	0	1319361	22.01	0	0
7	Vitro Biotechnologies Ltd	46900	0.78	0	46900	0.78	0	0
8	Jayshee Investments Ltd.	4000	0.07	0	4000	0.07	0	0
9	Sheel Biotech Ltd	100000	1.67	0	100000	1.67	0	0
	Total	2352562	39.24	0	2359114	39.35	0	0.11

(iii) Change In promoter's Shareholding(please specify, if there is no change)- Not Applicable-

Sr.No	Shareholders Name	Shareholding at the beginning of the year 01.04.2015		Shareholding at the end of the year of the year 31.03.2016		% Change in share holder during the year
		No. of Shares	% of total share of the company	No. of Shares	% of total share of the company	
1	Sanjay Chandak	102200	1.70	108713	1.81	0.11



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

(iv) **Share holding pattern of top ten share holders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl.No		Share Holding at the beginning of the year 01.04.2016		Share holding at the end of the year 31.03.2017		% Change in share holding during the year
		No. of Shares	% of the Shares	No of Shares	% of Total Shares	
	For Each of the Top 10 Share holders					
1.	Alka Jindal	128558	2.14	129750	2.16	0.02
2.	Vimal Jindal	52800	0.88	52800	0.88	0.00
3.	Sumita chandak	24335	0.41	24335	0.41	0.00
4.	Anand Prakash Singh	23200	0.39	23200	0.39	0.00
5.	Dharmendra Kumar Bhadaya	14500	0.24	14500	0.24	0.00
6.	Rajender Kumar Chaudhary	14500	0.24	14500	0.24	0.00
7.	Shiv Ram	13600	0.23	13600	0.23	0.00
8.	Nisam Mahimkar	13200	0.22	0.00	0.00	(0.22)
9.	Saud Hasan Tungekar	0.00	13200	13200	0.22	0.22
9.	Manoj Kumar behera	11600	0.19	11600	0.19	0.00
10.	Bipin Dhiraj Lal Goda	11100	0.19	11100	0.19	0.00

(v) **Share holding of Director and key Managerial Personnel:**

Sr. No		Shareholding at the beginning of the year 01.04.2016		Shareholding at the end of the year of the year 31.03.2017		% Change in share holder during the year
		No. of Shares	% of total share of the company	No. of Shares	% of total share of the company	
	For Each of the Director & KMP					
1.	Nitin Maheshwari-Director	100	0.00	100	0.00	-

(vi) **Indebtness (Rs In lakhs)**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				NIL
Change in Indebtedness during the financial year				
* Addition				
* Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

(vii) **Remuneration of Director and KMP:**

A. Remuneration to Managing Director, Whole time Director and/or Manager:

SI No	Particular of Remuneration	Name Of The Md/Wid/Manager	Total Amt
1.	Gross salary	NIL	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(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 –other(specify)		
5	Others, Please Specify		
	Total(A)		
	Celing as per the Act		

A. REMUNERATION TO OTHER DIRCETOR

SI No.	Particular of remuneration	Name of Directors				Total Amount
1.	Independent Directors	Anil kumar	Nayadita Sharma	Mahesh Chanda Acharya		
	Fee for attending board committee meetings	10000	10000	10000		30000
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
2.	Other Non-Executive Directors					
	Fee for attending board committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0	0

B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SI No	Particular of Remuneration	KEY MANAGERIAL PERSONNEL			
		CEO	CS	CFO	Total
1.	Gross salary		3 lakhs		3 lakhs
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(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 –other(specify)				



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

5	Others, Please Specify				
	Total(A)				
	Celing as per the Act				

(Vii) . Penalties/Punishment/Compounding of offences:.

	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)	Section of the Companies Act
A. COMPANY/DIRECTORS						
Penalty						
Punishment						
Compounding						
OTHER OFFICERS IN DEFAULT						
Penalty						
Punishment						
Compounding						

NIL

=====X=====

Annexure- B

Management Discussion And Analysis

Over all review, Industry Structure and Development:

The Name of the Company has been change from Sheel International Limited to SC Agrotech Limited w.e.f 26th October, 2015. With new name incorporation certification obtained from the Registrar of Company, NCT New Delhi and accepted by the Board.

Since Last several year the production unit of the company in not in operation due to scarcity of funds, hence the management has decided to diversify the business opportunity in other sector i.e agriculture, horticulture etc , This sector gives better opportunity where some value and synergies could be perceived. For the sake of the Government policies in this sector market opportunities for maximization of the stakeholders wealth.

Opportunities and Threat

-Presently Govt. of India is promoting Agriculture Sector by launching various schemes like National Horticulture mission and National Foods and Pulse Mission & Vegetable initiative for urban clusters,..

Threat: *Company likely to face Competition from other domestic supplier, manufacture and unorganized Sector etc.*

Segment wise Performance- N.A

Out Look

At present Company looks forewarned the opportunity in the Agriculture/ Horticulture sector and diversify its main object to other than Dairy sector We are planning for diversification of our activity in Agriculture Sector.

Internal control System:

We have good internal control system which is commensurate with size of the company.

Human relations

We are in dairy industry therefore confidence of pubic with regards to the product is growing day to day but diversification in agriculture sector will strengthen human relation directly or Indirectly effect the Farmers interest/ and growth in social environment.

Financial Performance with respect to Operational Performance as on 31.03.2017

Particulars	As on 31.03.2017	As on 31.03.2016
Income		
Revenue from operations (gross)	5734500	10899500
Other Income	6775975	5443463
Total Revenue	12510475	16342963
Expenses		
Purchase	6198016	11492800
Employee benefits expense	3251782	2492500
Finance Cost	3500	2086
Depreciation and amortization expenses	141068	144995
Other expenses	2525365	1828140



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

Total Expenses	12120433	15960521
Profit (loss) before exceptional and extraordinary items and tax	390744	382442
Less: Exceptional Items & Current Tax		
1. Prior Period Tax Credit	74460	(84030)
2. Current year tax Exp	(74460)	(138756)
Total Exceptional Items & Current year Tax	(76)	(84030)
Profit/ (loss) after Tax and exceptional Items	241	(138756)

Caution:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. These are based on certain assumptions and expectations of future events. The Company does not guarantee that these assumptions and expectations are accurate or will be realized. The actual results or performance could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

CEO / CFO CERTIFICATE

To
The Board of Directors
SC Agrotech Limited
(Formerly Known as Sheel International Limited)

C E R T I F I C A T E

I have reviewed the financial results and the cash flow statement of SC AGROTECH LIMITED Formerly known as Sheel International Limited for the financial year ended 31 March 2017, and certifies that:

- (a) These results and statements, to the best of my knowledge and belief:
- (i) Do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) Present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of my knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I accept responsibility for establishing and maintaining internal controls and have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls of which I am aware, and the steps taken and proposed to be taken to rectify these deficiencies.
- (d) I have also indicated to the Auditors and the Audit committee:
- (i) Significant changes in the internal controls with respect to financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) To the best of my knowledge and belief, there are no instances of fraud involving either the Management or employees having a significant Role in the Company's internal control systems with respect to financial reporting.

Place : New Delhi
Date: 29.05.2017

For SC Agrotech Limited
(Formerly Known as Sheel International Limited)
Sd/-
Nitin Maheshwari
Executive Director



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with Regulation 27 of SEBI, Listing Obligation and Disclosure Requirement, Regulation 2015 of the Listing Agreement with the Stock Exchanges, Sh. Nitin Maheshwari, Whole Time Director /CEO of the company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 31.03.2017.

Place : New Delhi

Date: 29.05.2017

FOR SC AGROTECH LIMITED

(Formerly Known as Sheel International Limited)

Sd/-

Nitin Maheshwari

Executive Director

=====

INDEPENDENT AUDITOR'S REPORT

To,

The Members of
SC Agrotech Ltd,
(Formerly known as Sheel International Ltd.)
Delhi

Report on the Financial Statements

We have audited the accompanying financial statements of SC Agrotech Ltd ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statement

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017 and its profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1- *As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.*
- 2- *As required by Section 143(3) of the Act, we report that:*
 - (a) *We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.*
 - (b) *In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and the company does not have any branches from which it is required to obtain proper returns adequate for the purpose of this audit.*
 - (c) *The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.*
 - (d) *In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.*
 - (e) *The observation or comments by the auditor does not have any adverse effects on the financial statement of the company.*
 - (f) *On the basis of the written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.*
 - (g) *With respect to the adequacy of the internal financial controls over financial reporting the company and operating effectiveness of such controls, refer to our separate report in annexure "B".*
 - (h) *There is no such qualification or adverse remarks regarding maintenance of accounts and other matters therewith.*



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

- (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. On the basis of written representations received from management as on March 31, 2017, The Company is not involved in any litigations pending as at 31st March 2017 on its financial positions in its financial statements.
 - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT

(Annexure Referred to in paragraph (1) of "Report on Other Legal and Regulatory Requirements "of the Independent Auditors' Report of even date to the members of SC Agrotech Ltd. on the financial statements for the year ended on March 31, 2017.)

- i. (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of Fixed Assets.
- (b) The fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and the nature of fixed assets. No material discrepancies were noticed during the year on such physical verification.
- (c) The title deeds of immovable property are held in the name of company.
- ii. Physical verification of inventory has been carried out during the year at reasonable intervals by the management. Proper records of its inventories have been maintained and no material discrepancies were noticed.
- iii. According to information and explanation given to us the Company has neither granted any loan secured or unsecured to companies, firms and LLPs or other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence other Para(a), (b) and (c) of this clause is not applicable.
- iv. In respect of Loans, Investments, Guarantees and Security, the provisions of section 185 & 186 of the Companies Act, 2013 has been complied with.
- v. The Company has not accepted any deposit during the year within the meaning of Section 73 to Section 76 of the Companies Act, 2013 read with the Rules framed there under, therefore the provisions of the Companies (Auditors Report) order, 2016, are not applicable to the company.
- vi. The Central Govt. has not prescribed the maintenance of cost records as per section 148 (1) of the Companies Act 2013 for any of the service rendered/trading business by the company.
- vii. a) According to the information and explanation given to us and on the basis of our verification of records of the company, the company is generally regular in depositing with appropriate authorities undisputed applicable statutory dues, including value added tax, Service tax, cess and any other statutory dues applicable to it. According to the information and explanation given to us there are no material undisputed amounts payable in respect of statutory



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

dues which have remained outstanding as on March 31st, 2017 for a period of more than six months from the date from which they became payable.

- b) According to the records of the company and information and explanation given to us there are no dues of sales tax or wealth tax or duty of customs or duty of excise or value added tax or cess which has not been deposited on the account of dispute with appropriate authorities
- viii. According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holder.
- ix. The Company has not raised any money through initial public offer (including debt instruments) and no term loan has been taken during the year. The clause is not applicable.
- x. There is no any fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. The company has paid remuneration to directors which are under the limit of section 197 of the Companies Act, 2013.
- xii. The clause is not applicable.
- xiii. All the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and applicable details have been disclosed in financial statements etc.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The company has not entered into non cash transactions with directors or persons connected with him and there are no contraventions to section 192 of the Companies Act, 2013.
- xvi. The Company is not required to be registered under section 45-IA of the RBI Act, 1934 and registration procedure is not applicable.

Annexure B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of SC Agrotech Ltd. (Formerly known as Sheel International Ltd. ('the Company')) as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

COMPANY INFORMATION

SC Agrotech Limited (Formerly known as Sheel International Ltd.) (the company) is a limited company domiciled in India. Company had been incorporated in 28.11.1990 and listed in Bombay Stock Exchange. Nature of business of company is growing & harvesting of plant and trading of plant.

Note No. 1

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The Financial statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost conventions on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under section 133 of Companies Act, 2013 ('the Act') read with rule 7 of the Companies (Accounts) Rules, 2014 the provision of the Act (to the extent notified) and the guidelines issued by the Security and Exchange board of India (SEBI). Accounting policy have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out as Act and guidelines. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/ non-current classification of assets and liabilities.

Revenue Recognition

Revenue is primarily derived from selling Agro products and from franchisee fees. Revenue from sale of goods is recognized when all the significant risks and rewards of ownership in the goods are transferred the buyer as per the terms of the contract, the Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. Sales are recognized net of trade discounts, rebates, sales taxes and excise duties (on goods manufactured and outsourced). Franchisee fee has been accounted on accrual basis.



Provisions and Contingent liabilities

A provision is recognized if, as a result of a past event, the group has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provision is determined by the best estimate of the outflow of economic benefits that will be required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Retirement/ Post retirement benefits

The company has the employee less than statutory limit as prescribed by various Statutory Acts and requirement of AS 15 and no contribution to ESI or PF has been made during the year and no provision of any other fund has been created during the year.

Tangible Assets

Tangible Assets are stated at cost, less accumulated depreciation and impairment, subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Basically the expenditure on trade mark has been identified as value of intangible goods and does not represent the cost of this asset so that the expenses incurred on registration and other administrative expenses has been depreciated at 1/10 basis to spread the cost among 10 years and future benefit component as per AS-26 has not been taken here.

Depreciation and amortization

Depreciation on tangible assets is provided on the straight line method over the useful lives of assets estimated by the management. Depreciation for assets purchased/sold during a period is proportionately charged. Intangible Assets are amortized over their respective individual estimated useful life on a straight line basis, commencing from the date the asset is available to the group for use.

ASSET CLASS	Useful lives
Factory Building RCC Frame	60 Years
Office Building	30 Years
Intangible - Trade Marks	10 Years

Impairment

The management periodically assesses, using external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price or value in use, which means the present value of the future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset other than goodwill is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset other than goodwill is increased to its revised recoverable amount would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for an asset in prior years.

Deferred Tax Provisions

Tax expense for the year comprises current tax and deferred tax.

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities using the applicable tax rates and tax laws.



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

Deferred tax is recognized for all the timing differences subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. The carrying amount of deferred tax assets is reviewed at each balance sheet date for any write down or reversal, as considered appropriate.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Foreign Currency Transactions

No foreign currency transactions have been made during the year and there is no outflow or inflow of foreign currency.

Cash and Cash Equivalents

Cash and Cash Equivalents comprise cash and demand with banks and financial institutions. The group considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

Use of Estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires that the management makes estimates and assumptions that effect the reported amounts of assets and liabilities, disclosures of contingent liabilities as at the date of financial statements, and the reporting amounts of revenue and expenses during the reported period. Actual results could differ from those estimates.

Segment Reporting

Accounting Standard - 17 "Segment Reporting" issued by "The Institute of Chartered Accountants of India" is not applicable to this company as the company does not have any branches or segment for which this Accounting Standard can be applied during the year.

Earnings Per Share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Particulars	2016-17	2015-16
	Amount (Rs.)	Amount (Rs.)
Profit After Tax(in Rupees)	3,89,877/-	6,05,227/-
Total number of equity share of Rs 10 each	59,95,000	59,95,000
Basic Earnings Per Share	0.065	0.10
Total weighted average number of equity share of Rs 10 each	59,95,000	59,95,000
Diluted Earnings Per Share	0.065	0.10

Contingent Liabilities

Particulars	2016-17	2015-2016
	Amount (Rs.)	Amount (Rs.)
Charge Created on Assets by Jayshee Investment Pvt. Ltd. 12.10.2011 (Corporate Guarantee)	3,00,00,000	3,00,00,000

Related Party Disclosures:

Relationship and transactions as per Accounting Standard 18

i) **Subsidiary:** NIL

ii) **Associates and joint ventures:** NIL

iii) **Individuals having significant influence over reporting entity and their relatives**



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

Name of the person	Nature of Transaction	Amount	Designation
Sheela Maheswari	Relative as per section 2(77) of the Companies Act, 2013	Rent	Rs. 1,80,000/-

Key managerial Personnel:

Name of the person	Nature of Transaction	Amount	Designation
Nittin Maheshwari	Remuneration	Nil	Managing Director
Nayadita Sharma	Remuneration	Nil	Independent Director
Mahesh Chandra Acharya	Remuneration	Nil	Independent Director
Ajay Rawat	Remuneration	3,00,000	Company secretary
Anil Kumar	Remuneration	Nil	Independent Director

Disclosure according to section 186 of companies act, 2013

Particulars	Nature of Transaction	Amount
Jayshee Investment Pvt. Ltd.	Unsecured Loan	33,24,315

Additional Information required as per schedule III of Companies Act, 2013

Auditors Remuneration	2016-17	2015-16
Audit fee(Including Tax Audit)	29,900	29,770
Fee for other certificates	-	8,696

Figures have been rounded off at the nearest rupees.

Figures of the previous year have been regrouped, reclassified wherever necessary to make it comparable with this Current year figures.



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

SC Agrotech Limited
(Formerly known as Sheel International Limited)
RZ-1484/28, GROUND FLOOR, TUGLAKABAD EXTN. DELHI-110019

BALANCE SHEET AS AT 31.03.2017

(All amount are in indian rupees unless otherwise stated)

Particulars	Notes	As at 31 March 2017	As at 31 March 2016
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	59,950,000	59,950,000
Reserves and surplus	3	(57,778,735)	(58,168,612)
		<u>2,171,265</u>	<u>1,781,388</u>
Non-current liabilities			
Long term borrowings	4	3,324,315	3,324,315
Deferred tax liabilities (net)	5	999,813	999,572
Other long term liabilities	6	1,000,000	1,000,000
		<u>5,324,128</u>	<u>5,323,887</u>
Current liabilities			
Trade payables	7	4,878,660	3,645,184
Other current liabilities	8	348,435	310,072
Short term provisions	9	-	72,950
		<u>5,227,095</u>	<u>4,028,206</u>
TOTAL		<u><u>12,722,488</u></u>	<u><u>11,133,481</u></u>
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	10	6,192,223	6,328,291
Intangible assets		30,000	35,000
Non-current investment		800,000	800,000
Long term loans and advances	11	370,000	370,000
		<u>7,392,223</u>	<u>7,533,291</u>
Current assets			
Trade receivables	12	4,348,500	2,485,300
Cash and bank balances	13	26,011	285,393
Short term loans and advances	14	955,754	829,497
		<u>5,330,265</u>	<u>3,600,190</u>
TOTAL		<u><u>12,722,488</u></u>	<u><u>11,133,481</u></u>

Statement on significant accounting policies 1

The accompanying notes are an integral part of the financial statements

This is the Balance sheet referred to in our report of even date

For Manoj Sangeeta & Associates
Chartered Accountants
Registration no. 021873N

Manoj Kumar
Partner
Membership No.: 098161
Place : New Delhi
Date : 29.05.2017

For and on Behalf of Board of Directors
SC Agrotech Limited
(Formerly known as Sheel International Limited)
CIN:LO1122DL1990PLC042207

S/d	S/d	S/d
Nitin Maheshwari Director DIN: 03459767	Anil Kumar Director DIN: 07215544	Ajay Kawat Company Secretary M. No F8226



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

SC Agrotech Limited
(Formerly known as Sheel International Limited)
RZ-1484/28, GROUND FLOOR, TUGLAKABAD EXTN. DELHI-110019

Statement of Profit & Loss for the year ended 31st March, 2017
(All amount are in indian rupees unless otherwise stated)

Particulars	Notes	Year ended 31 March 2017	Year ended 31 March 2016
INCOME			
Revenue from operations	15	5,734,500	10,899,500
Other income	16	6,775,975	5,443,463
Total income		<u>12,510,475</u>	<u>16,342,963</u>
EXPENSES			
Purchase		6,198,016	11,492,800
Employee benefit expenses	17	3,251,782	2,492,500
Finance costs	18	3,500	2,086
Depreciation and amortisation expenses	10	141,068	144,995
Other expenses	19	2,525,365	1,828,140
Total expenses		<u>12,119,731</u>	<u>15,960,521</u>
Profit before tax and prior period item		390,744	382,442
Prior period items		-	-
Profit before tax		<u>390,744</u>	<u>382,442</u>
Tax expenses:			
Current tax		74,460	72,950
Less:- MAT Credit Entitlement		(74,460)	(72,950)
Earlier years		(76)	(84,030)
Deferred tax		241	(138,756)
Profit for the year		<u>390,579</u>	<u>605,227</u>

Statement on significant accounting policies 1
The accompanying notes are an integral part of the financial statements
This is the Statement of profit and loss referred to in our report of even date

For Manoj Sangeeta & Associates
Chartered Accountants
Registration no. 021873N

For and on Behalf of Board of Directors
SC Agrotech Limited
(Formerly known as Sheel International Limited)
CIN:LO1122DL1990PLC042207

Manoj Kumar
Partner
Membership No.: 098161
Place : New Delhi
Date : 29.05.2017

s/d	s/d	s/d
Nitin Maheshwari	Anil Kumar	Ajay rawat
Director	Director	Company Secretary
DIN: 03459767	DIN: 07215544	M.No F8226



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

SC Agrotech Limited
(Formerly known as Sheel International Limited)

RZ-1484/28, GROUND FLOOR, TUGLAKABAD EXTN. DELHI-110019

Cash Flow Statement for the year ending 31st March, 2017

(All amount are in indian rupees unless otherwise stated)

Particulars	Year ended 31 March 2017	Year ended 31 March 2016
A. Cash flow from operating activities:		
Profit before tax	390,744	382,442
Adjustments for:		
Depreciation and amortisation expenses	141,068	144,995
Interest income	(25,975)	(43,463)
Franchisee Fees	(6,750,000)	(5,400,000)
Rental Income	-	-
Operating profit before working capital changes	<u>(6,244,163)</u>	<u>(4,916,026)</u>
Adjustments for changes in working capital :		
- Movement in trade receivables	(1,863,200)	(1,871,582)
- Movement in other receivables	(126,257)	180,899
- Movement in inventories	-	-
- Movement in trade & other payables	1,198,889	782,212
Cash generated from operations	<u>(7,034,731)</u>	<u>(5,824,497)</u>
Income tax paid	76	84,030
Net cash generated from operating activities	<u>(7,034,655)</u>	<u>(5,740,467)</u>
B. Cash flow from investing activities:		
Sale of fixed assets	-	461,366
Investment made during the year	-	-
Franchisee Fees	6,750,000	5,400,000
Rental Income	-	-
Interest received	25,975	43,463
Net cash used in investing activities	<u>6,775,975</u>	<u>5,904,829</u>
C. Cash flow from financing activities:		
Net cash used from financing activities	<u>-</u>	<u>-</u>
Net increase in cash and cash equivalents	<u>(258,680)</u>	<u>164,362</u>
Cash and cash equivalents at the beginning of the year	285,393	121,031
Cash and cash equivalents at the end of the year	<u>26,713</u>	<u>285,393</u>

This is the Cash Flow Statement referred to in our report of even date

For Manoj Sangeeta & Associates
Chartered Accountants
Registration no. 021873N

Manoj Kumar
Partner
Membership No.: 098161
Place : New Delhi
Date : 29.05.2017

For and on Behalf of Board of Directors
SC Agrotech Limited
(Formerly known as Sheel International Limited)
CIN:LO1122DL1990PLC042207

s/d	s/d	s/d
Nitin Maheshwari	Anil Kumar	Ajay rawat
Director	Director	Company Secretary
DIN: 03459767	DIN: 07215544	M.No F8226



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

2 SHARE CAPITAL

Particulars	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
Authorised share capital				
Equity shares of ₹ 10 each	6,500,000	65,000,000	6,500,000	65,000,000
Cumulative preference share of Rs. 100 each	50,000	5,000,000	50,000	5,000,000
		70,000,000		70,000,000
Issued, subscribed and paid-up share capital				
Equity shares of ₹ 10 each	5,995,000	59,950,000	5,995,000	59,950,000
Total		59,950,000		59,950,000

Notes:

a) Terms and rights attached to equity shares

The Company has only one class of equity shares having the par value of ₹ 10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend when proposed by the board of directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after payment of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Reconciliation of equity share capital

	As at 31 March 2017		As at 31 March 2016	
	Number	Amounts	Number	Amounts
Balance at the beginning of the year	5,995,000	59,950,000	5,995,000	59,950,000
Add : Issued during the year	-	-	-	-
Balance at the end of the year	5,995,000	59,950,000	5,995,000	59,950,000

c) Details of shareholders holding more than 5% equity shares in the Company

Equity shares of ₹ 10 each fully paid up

Name of shareholders	As at 31 March 2017		As at 31 March 2016	
	Number of shares held	% of holding	Number of shares held	% of holding
S N Chandak	1,319,322	22.01%	1,319,322	22.01%
Sheela Maheswari	648,980	10.83%	648,980	10.83%

3 RESERVES AND SURPLUS

Particulars	As at 31 March 2017	As at 31 March 2016
Surplus as per Statement of profit and loss		
Balance at the beginning of the year	(58,168,612)	(58,773,840)
Add: Profit for the year	390,579	605,227
Balance at the end of the year	(57,778,033)	(58,168,612)



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

4 LONG TERM BORROWINGS

Particulars	As at 31 March 2017	As at 31 March 2016
Unsecured From Others	3,324,315	3324315
Total	3,324,315	3,324,315

5 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31 March 2017	As at 31 March 2016
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation charged in the books.	999,813	999,572
Deferred tax liability	999,813	999,572

6 OTHER LONG TERM LIABILITIES

Particulars	As at 31 March 2017	As at 31 March 2016
Security deposits	1,000,000	1,000,000
Total	1,000,000	1,000,000

(This space has been intentionally left blank)

7 TRADE PAYABLES

Particulars	As at 31 March 2017	As at 31 March 2016
Due to Micro, Small and Medium Enterprises *	-	-
Others	4,878,660	3,645,184
Total	4,878,660	3,645,184

* Based on the information available with the Company, there are no dues outstanding in respect of Micro, Small and Medium enterprises at the balance sheet date. No amounts were payable to such enterprises which were outstanding for more than 45 days. Further, no interest during the year has been paid or payable in respect thereof. The above disclosure has been determined to the extent such parties have been identified on the basis of information available with the Company.

8 OTHER CURRENT LIABILITIES

Particulars	As at 31 March 2017	As at 31 March 2016
Statutory dues payable	8,792	3,747
Expenses Payable	339,643	306,325
Total	348,435	310,072

9 SHORT TERM PROVISIONS

Particulars	As at 31 March 2017	As at 31 March 2016
Provision for income tax	-	72,950
Total	-	72,950



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

11 LONG TERM LOANS AND ADVANCES

Particulars	As at 31 March 2017	As at 31 March 2016
Unsecured, considered good		
Security deposits	370,000	370,000
Total	<u>370,000</u>	<u>370,000</u>

12 TRADE RECEIVABLES

Particulars	As at 31 March 2017	As at 31 March 2016
Trade receivables outstanding for a period exceeding six months		
considered good	2,616,000	-
considered doubtful	-	-
	<u>2,616,000</u>	-
Less : Allowances for bad and doubtful debts	-	-
	<u>2,616,000</u>	-
Trade receivables outstanding for a period less than six months		
considered good	1,732,500	2,485,300
considered doubtful	-	-
	<u>1,732,500</u>	<u>2,485,300</u>
Less : Allowances for bad and doubtful debts	-	-
	<u>1,732,500</u>	<u>2,485,300</u>
Total	<u>4,348,500</u>	<u>2,485,300</u>

13 CASH AND BANK BALANCES

Particulars	As at 31 March 2017	As at 31 March 2016
Cash and cash equivalents		
Cash on hand	22,672	48,006
Balances with banks		
- on current accounts	4,041	237,387
	<u>26,713</u>	<u>285,393</u>
Total	<u>26,713</u>	<u>285,393</u>

14 SHORT TERM LOANS AND ADVANCES

Particulars	As at 31 March 2017	As at 31 March 2016
Deposits with excise and other tax authorities	931,754	783,997
Others	24,000	45,500
Total	<u>955,754</u>	<u>829,497</u>



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

15 REVENUES

Particulars	As at 31 March 2017	As at 31 March 2016
Revenue from operations		
Sale of products	5,734,500	10,899,500
Revenue from operations	<u>5,734,500</u>	<u>10,899,500</u>

16 OTHER INCOME

Particulars	As at 31 March 2017	As at 31 March 2016
Interest income	25,975	43,463
Franchisee fee	6,750,000	5,400,000
Total	<u>6,775,975</u>	<u>5,443,463</u>

17 EMPLOYEE BENEFIT EXPENSES

Particulars	As at 31 March 2017	As at 31 March 2016
Salaries & Wages	3,180,562	2,436,635
Staff Welfare	71,220	55,865
Total	<u>3,251,782</u>	<u>2,492,500</u>

18 FINANCE COSTS

Particulars	As at 31 March 2017	As at 31 March 2016
Bank Charges	3,500	2,086
Total	<u>3,500</u>	<u>2,086</u>

19 OTHER EXPENSES

Particulars	As at 31 March 2017	As at 31 March 2016
Advertisement & Publicity Exps	4,192	8,233
Audit Fees	26,130	29,770
Business Promotion	817,910	74,500
Conveyance	26,050	39,843
Fees Rates & Taxes	4,223	50,230
Filing Fees	2,468	28,000
Freight & Cartage Inward	98,300	102,700
Listing Fees	245,000	245,000
Office Expenses	3,749	54,247
AGM Running Expenses	233,140	-
Plant Hardening Cost	-	7,250
Postage, Stamps & Courier	406,333	568,963
Printing & Stationery	154,585	85,984
Professional Charges	170,592	170,791
Rent	180,000	180,000
Repair & Maintenance	5,630	77,795
Telephone & Web Exps.	32,554	75,031
Tour & Travelling Expenses	510	29,803
Security Expenses	114,000	-
Total	<u>2,525,365</u>	<u>1,828,140</u>



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

SC Agrotech Limited
(Formerly known as Sheel International Limited)
R2-1484/28, GROUND FLOOR, TUGLAKABAD EXTN. DELHI-110019

PARTICULARS	Gross Block				Depreciation				Net Block	
	COST AS ON 01.04.2016	ADDITION	SALES DURING THE YEAR	AS ON 31.03.2017	As At 01.04.16	For the year	Deduction	As At 31.03.17	AS ON 31.03.2017	WDV AS ON 31.03.2016
TANGIBLE ASSETS										
Land	1,477,936	-	-	1,477,936	-	-	-	-	1,477,936	1,477,936
Factory Building	14,514,955	-	-	14,514,955	9,664,600	136,068	-	9,800,668	4,714,287	4,850,355
INTANGIBLE ASSETS										
Trade Mark	50,000	-	-	50,000	15,000	5,000	-	20,000	30,000	35,000
TOTAL	16,042,891	0	0	16,042,891	9,679,600	141,068	0	9,820,668	6,222,223	6,363,291
Previous Year Figures	25,404,145	0	9,361,254	16,042,891	18,434,493	144,995	8,899,888	9,679,600	6,363,291	6,969,652

SC Agrotech Limited
ASSESSMENT YEAR : 2017-18
PREVIOUS YEAR : 2016-17

Annexure - IV

[Refer Clause No. 14 of Form 3CD]

PARTICULARS	WDV AS ON 01.04.2016	ADDITION		SALES DURING THE YEAR/SUBSIDY	TOTAL AS ON 31.03.2017	DEP. RATE (%)	DEPRECIATION FOR THE YEAR	WDV AS ON 31.03.2017
		BEFORE 02.10.2016	AFTER 02.10.2016					
TANGIBLE ASSETS								
OFFICE BUILDING	531,960.00	-	-	-	531,960.00	5%	26,598.00	505,362.00
FACTORY BUILDING	1,073,668.00	-	-	-	1,073,668.00	10%	107,367.00	966,301.00
FURNITURE & FIXTURE	22,225.00	-	-	-	22,225.00	10%	2,223.00	20,002.00
LAND	1,477,936.00	-	-	-	1,477,936.00	0%	-	1,477,936.00
INTANGIBLE ASSETS								
TRADE MARK	22,640.00	-	-	-	22,640.00	25%	5,660.00	16,980.00
	3,128,429.00	-	-	-	3,128,429.00		141,848.00	2,986,581.00

For Manoj Sangeeta & Associates
Chartered Accountants
Registration no. 021873N

For and on Behalf of Board of Directors
SC Agrotech Limited
(Formerly known as Sheel International Limited)
CIN:LOH22DL1990PLC042207

Manoj Kumar
Partner
Membership No.: 098161
Place : New Delhi
Date : 29.05.2017

s/d
Nitin Maheshwari
Director
DIN: 03459767

s/d Anil Kumar
Director
DIN: 07215544

s/d Ajay rawat
Company Secretary
M.No F8226

AUDITOR CERTIFICATE:

We have verified the attached Balance sheet and Cash Flow Statement of the Sc Agrotech Limited (Formerly Known as Sheel International Ltd) derived from the Audited Financial Statement for the year ended 31st March, 2017 and found the sale to be drawn accordance attached with this annual report.

For Manoj Sangeeta & Associates
Chartered Accountant

Sd/-
Manoj Kumar
Chartered Accountant
M.No 098161



SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17

SC AGROTECH LIMITED
(Formerly known as SHEEL INTERNATIONAL LIMITED)
 CIN no- L01122DL1990PLC042207
 Regd. Address RZ-1484/28, G.F, Tughlakabad Ext. New Delhi-110019
 Web:www.scagrotech.com, Ph:011-65699900, Fax: 011-29993450
 Email: Sheel102@gmail.com ;info@scagrotech.com

Folio No./DP/ID NO..... No. of Shares Held:.....
 Mr./Mrs/Miss.....

I hereby record my presence at the **27TH ANNUAL GENERAL MEETING** of the Company at to be held on **Friday, 29TH September, 2017** at **Community Hall, Pracheen Shiv Mandir, Jallan Muhalla, Tughlakabad Village, New Delhi – 110044** at **10:00 AM**

Electronic Voting particular

EVEN(E-VOTING EVENT NO.)	USER ID	PASSWORD/PIN

=====X X X X=====

FORM NO. MGT-11

PROXY FORM

{Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014}

CIN: L01122DL1990PLC042207

Name of the Company : **SC AGROTECH LIMITED**

Registered office: **RZ-1484/28, G.F, Tughlakabad Ext. New Delhi-110019**

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

(1).Name _____

Address _____

E-mail Id: _____ Signature _____ or failing him

(2).Name _____

Address _____

E-mail Id: _____ Signature _____ or failing him

(3).Name _____

Address _____

E-mail Id: _____ Signature _____

As my/our proxy to attend and vote (on poll) for me/us and on my/our behalf of the Annual general meeting of the company to be held on Friday, 30th September, 2016 at Community Hall, Pracheen Shiv Mandir, Jallan Muhalla, Tughlakabad Village, New Delhi – 110044 at 10:00 AM and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution Nos.

Ordinary Business

1. Adoption of Annual Accounts and Audit reports for the year ended 31.03.17
2. Appointment of Director retiring by Rotation
3. Re-Appointment of Statutory Auditors

Special Business

4. Appointment of Independent director Mr. Anil Kumar
5. Appointment of Company Secretary Mr. Ajay Rawat
6. Resignation of Director Mr. Madan Chandra Das
7. To Confirm and approve the new name SC Agrotech Ltd.

Signed this.....day of.....2017

Signature of Shareholder

Signature of Proxy holder(S)

AFFIX
Revenue
Stamp



*SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
27th Annual Report 2016-17*

POST

***If Undelivered Please Return to:
M/s SC AGROTECH LIMITED
Regd. Address: RZ-1484/28, Ground floor,
Tughlakabad Ext. -110019***