



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 Mob: 9654056648

Date : 15/10/2019

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 2018-19, being approved and adopted in the ensuing Annual General Meeting held on 30th September 2019.

This is for your information and record.

Thanking You

Thanking You

FOR SC AGROTECH LIMITED


Nitin Maheshwari
(Executive Director)
Din No : 03459767



Encl: Soft copy of Annual Report 2018-19

29th Annual Report 2018-19



SC AGROTECH LIMITED



Company Information:

Board of Directors : Sh. Nitin Maheshwari- *Executive Director*
: Sh. Anil Kumar *Independent Director*
: Sh. Shashi Ranjan kumar *Independent Director*
: Mrs. Nayadita Sharma *Woman Director*

Chief Financial Officer: Sh Amit Sehgal

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. NewDelhi-110019
ContactDetails Email id: sheel102@gmail.com, Contact No. 09654056648
Website: www.scagrotech.com

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NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of SC Agrotech Limited (formerly Known as Sheel International Limited) will be held on Saturday, 30th day of September, 2019 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 2019 with reports of the Directors and Auditorsthereon.
2. To appoint a Director in place of Smt Nayadita Sharma who retire By rotation and being eligible offer herself 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:

Item No : 1 Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.

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

4. RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment or re-enactment made thereof and subject to the approval of shareholders in Annual general meeting, consent of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to sell, lease or otherwise dispose off the portion of the land to repay its dues/Liabilities on such terms and conditions at such time(s) and in such form and manner as deemed fit by the Board.

Registered Office :
RZ-1484/28,GF,,
TughalakabadExt.
NewDelhi-110019
Date 01.08.2019

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 with respect to the special Business set out in the notice is annexed herewith.
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 authorizing 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 24th day of September, 2019 to 30th day of September, 2019 (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.
8. 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. 011-40450193-97.
9. 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



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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.

- 10 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.
- 11 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.
- 12 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 Central Depository Services (India) Limited (CDSL) the members may cast their votes using an electronic system from a place other than venue of the meeting (‘remotee-voting’).
- II.** The remote e-voting period commences on 27th September, 2019 (10.00 AM) and ends on 29th September 2019 (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 23rd September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III.** 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.
- IV.** The members who have cast their vote by remotee-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V.** The process and manner for remote e-voting are as under:
- (i) The voting period begins on 27th September 2019 (10.00 A.M) and ends on 29th September 2019 (05.00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders /Members
- (iv) Now Enter your UserID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the M/s SC AGROTECH LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.



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(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to voteon.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Office:

RZ-1484/28,GF,
Tughalabad Ext.
Ltd.) New Delhi-110019

By Order of the Board of Directors

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

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 1 of the accompanying notice:

Item No 1:

FOR THE SALE/TRANSFER OF COMPANY'S LAND SITUATED AT BHULANDSHAHAH(U.P)

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the Fixed assets including land at Bhulandsahar, Uttarpradesh. As the member are aware that the existing manufacturing unit were closed since 1998, and no other production is being carried on at its Current Unit, hence board has decided to sale of its land to repay its exiting dues which is payable to others and also plan to purchase the land in other location to start the business in the field of agriculture /horticulture with motive to get the turnover of the company may increase. The above resolution is recommended for your approval for passing this resolution at this ensuring Annual General Meeting.

The Board recommended the resolution for you approval.

Non of the Director is interested in said resolution.



DIRECTOR'S REPORT

TO

THE MEMBERS
SC AGROTECH LIMITED
(Formerly known as Sheel international Ltd)

Your Directors have Pleasure in Presenting the 29th Annual Report together with audited statement of accounts for the year ended 31st March, 2019.

Financial Performance:-

(Amount inRs.)

Particulars	As on 31.03.2019	As on 31.03.2018
Income		
Revenue from operations (gross)	-	7229250
Other Income	7201357	7200000
Total Revenue	7201357	14429250
Expenses		
Purchase	-	7943780
Employee benefits expense	2400066	3881769
Finance Cost	3803	3979
Depreciation and amortization expenses	141068	141068
Other expenses	4260514	2012377
Total Expenses	6805451	13982973
Profit (loss) before exceptional and extraordinary items and tax	395906	446277
Less: Exceptional Items & Current Tax		
1. Prior Period Tax Credit	0	
2. Current year tax Exp	75440	85040
Less:-MAT credit entitlement	(75440)	(85040)
EARLIER YEARS	20510	
DEFERRED TAX	(124842)	65855
Profit/ (loss) after Tax and exceptional Items	500238	380422

OPERATIONS AND FUTURE PLANS:

The operations for the year under review show Profit before tax of Rs. 395906 and Profit after tax and tax credit of Rs 500238

DIVIDEND :

In view of the past track of the financial position of the company not to earn much more profits and its occurred 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.

DIRECTORS AND KMP:

Name of Director	Designation	Category
Sh. Nitin Maheshwari	Executive Director	Whole Time Director
Sh. Shashi Ranjan Kumar	Director	Independent Director
Sh Anil kumar	Director	Independent director
Smt. Nayadita Sharma	Woman director	Independent/Woman Director
Sh. Ajay Rawat	Company Secretary	Company Secretary
Sh. Amit Sehgal	Chief Financial officer	Chief financial officer

- In pursuant to Section 152 of the Companies Act ,2013 Smt. Nayadita Sharma retires by rotation at the ensuing Annual General meeting and being eligible offer herself for re-appointment .The Board recommended their re-appointment.
- Mr. Amit seghal has been appointed as Chief financial officer of the company w.e.f 24.04.2019
- Mr. Ajay Rawat the company secretary and compliance officer of the has been resigned from the employment w.e.f 1st August 2019.



➤ **DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- i) *That in the preparation of the annual accounts for the financial year ended 31st March 2019 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. Dillip Chandra Maharathi (CP No. 13496) M/s D. Maharathi & Associates, company Secretaries to undertake the Secretarial Audit of the Company for the financial period 2018-19.

The Secretarial Audit report for the financial period ended 31st march, 2019 is attached as Annexure- A of this Board's report. The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within the purview of Section 135(1) of the Companies Act 2013 and hence it is not required to formulate policy on Corporate Social responsibility.

RISK MANAGEMENT POLICY:

The Company has in place a dynamic Risk management framework for a systematic approach to control risks as the framework identifies ,evaluates business risks and opportunities and seeks to create transparency and minimize adverse impact on the business The risk management process is appropriately handled by functional heads. As on Date, The Company envisage risks which could threaten the existence of the company.

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:

The Company has taken adequate steps to adhere to all the stipulations laid down under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance included as a part of this Annual Report is given in Annexure-B

LISTING AT STOCK EXCHANGE:

The Equity Shares of the Company are listed on Bombay Stock Exchanges Limited (BSE).



STATUTORY AUDITORS:

The Auditor's Report does not contain any qualifications, reservations or adverse remarks.

EXTRACT OF ANNUAL RETURN:

As prescribed under Section 92(3) of the Act, the Extract of the Annual return in Form no. MGT-9 is annexed herewith as Annexure-D to this report.

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: 01.08.2019
Place: New Delhi

sd/-
Nitin Maheshwari
Executive/Whole Time Director

ANNEXURE TO THE DIRECTOR'S REPORT

Information Under Section 134 (3) (m) of the Companies 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 2019.

1. CONSERVATION OF ENERGY:

Company has not consumed any kind of energy during the year.

2. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION

The operation of the Company has been suspended since 1998 there for the company has not import any technologies.

3. FOREIGN EXCHANGE EARNING AND OUTGO.

Foreign Exchange Earning and outgo during the year is NIL.

SECRETARIAL AUDIT REPORT (MR-3)

FOR THE FINANCIAL YEAR ENDED 31.03.2019

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

Annexure-A

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 thereon.

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



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Audit , We hereby report that in my opinion , the company has , during the Audit period covering the financial year ended 31stMarch 2019 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, 2019 according to the provision of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder:
- (ii) The Securities Contract (regulation Act, 1956 and the rules made thereunder
- (iii) The Depository Contract Act, 1996 and the Regulation and bye laws framed thereunder;
- (iv) 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 withclient;
 - (g) The Securities and Exchange Board of India (delisting of Equity Shares)Regulation, 2009and
 - (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 ofIndia.
 - (ii) The Listing Agreement entered into by the Company with the StockExchange
- During the period under review the Company has complied with the Provision of the Act, Rules, regulations, guidelines, standars 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 member's 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 andguidelines.

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 31.03.2019
3. No Dividend has been paid during the financialyear.
4. All Compliance has been done on timelybasis.
5. Maintaining adequate Board and appointed Woman Director and Independent Director in the board as per applicable provision of the Companies Act 2013.

For D. Maharathi & Associates

Sd/-

DillipMaharathi
Company Secretary
Date : 29/05/2019



**CORPORATE GOVERNANCE:
REPORT ON CORPORATE GOVERNANCE**

Annexure-B

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

“Corporate Governance refers to the set of systems, principles and processes by which Company is governed. They provide the guideline as to how the Company can be directed or controlled so as to fulfill its goals and objectives in a manner that adds to the value of the Company and benefit to all the stakeholders in the long term. Strong and improved Corporate Governance practices are indispensable in today’s competitive world and complex economy.”

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 consists of eminent persons with considerable professional expertise and experience in the Business of Agriculture, Marketing finance, Audit, etc.

During FY 2018-19, Nine (9) 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: 29.05.2018, 30.07.2018, 14.08.2018, 29.09.2018, 30.11.2018, 31.12.2018, 04.02.2019, 14.02.2019, 31.03.2019 and the gap of the Two board meeting is not more than four month(120 days).

Name of Director	DIN	Category	Board Meeting (Attend)	Whether presented in the Previous AGM held on 29.09.2018 Y for Yes, N for No.
Sh. Nitin Maheshwari	03459767	Executive Director / WTD	9	Y
Sh. Nayadita Sharma	07156814	Woman Director/Independent Director	9	N
Sh. Anil kumar	07215544	Independent Director	9	Y
Sh. Shashi Ranjan Kumar	08041225	Independent Director	9	Y
Sh. Ajay Rawat	NA	Company Secretary	9	Y

The Composition and Category of Director as on 31.03.2019 is as follows.

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.

AUDIT COMMITTEE:

Pursuant to the SEBI (LODR) Regulation, 2015, set up the Audit Committee for the financial year 2018-19 and the total strength of the Audit Committee is Three (3). 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.

The constitution of the Audit Committee and the attendance of each member of the Committee for the financial year 2018-19 is given below:-

Name of the Members	Designation
Nitin Maheshwari	Executive Director
Shashi Ranjan Kumar	Independent Director
Anil Kumar	Independent Director

REMUNERATION COMMITTEE:

Pursuant to the SEBI (Listing Obligation & Disclosure Requirement), Regulation, 2015, set up the Remuneration Committee for the financial year 2018-19 and the total strength of the Remuneration Committee is Three(3) Board has constituted Remuneration committee in the year 2018-19.

Name of the Members	Designation
Nitin Maheshwari	Executive Director
Anil Kumar	Independent Director
Shashi Ranjan kumar	Independent Director



SHARE HOLDERS / 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 2018-19 and the total strength of the Stake Holder Committee is Three. Board has constituted stake holder committee. In the year 2018-19. 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 computerized 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 Complaints Redress system (SCORES).

The Status of the total complaints received during the FY 2018-19 is as follows -

Type	No of Complaint
Complaints received from the shareholder through SEBI and other statutory body	1
Complain received from shareholder direct to the company	Nil
Complaints redressed out of the above	1
Pending Complaints received as on 31.03.2019	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	30.09.2019	10:00 AM

Financial year ending :- 31.03.2019.

Book closure date: -24th September 2019 to 30th September, 2019 (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 / re appointment : Smt. Nayadita Sharma

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) Registered Address; Rz-1484/28 Ground floor Tughlakabd Extn New Delhi-110019

E-mail id of the Company and Compliance officer: Sheel102@gmail.com

Mobile No 9654056648 Website: www.scagrotech.com

STATEMENT SHOWING DISTRIBUTION OF EQUITY SHARES AS ON :31.03.2019

SC AGROTECH LIMITED

DISTRIBUTION OF 59950000 EQUITY SHARE CAPITAL AS ON :31/03/2019
Nominal Value of Each Share : Rs. 10

Share or Debenture holdi: (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holdi: (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	17349	95.53	22718130	37.9
5001 To 10,000	533	2.93	4593070	7.66
10001 To 20,000	175	0.96	2764030	4.61
20001 To 30,000	41	0.23	1038690	1.73
30001 To 40,000	20	0.11	712050	1.19
40001 To 50,000	14	0.08	662000	1.1
50001 To 1,00,000	10	0.06	646050	1.08
1,00,000 and Above	19	0.1	26815980	44.73
Total	18161	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 scriptis listed and traded.

SHARE HOLDING PATTERN AS ON 31.03.2019

Category	No of Share Holders	No. of shares	% of equity	Physical	Dematerialization
Promoter Group					
Individual	6	2212664	36.91	Nil	2212664
Body Corporate	3	150900	2.52	Nil	150900
Total : A	9	2363564	39.43%	Nil	2363564
Public Holding	1	100	Nil	100	Nil
Financial	Nil	Nil	Nil	Nil	Nil
Institutional					
Non Institutional Individual	18096	3601256	60.07%	3051000	550256
Body Corporate/HUF/NRI	56	30080	0.50%	12800	17280
Total: B	18153	3631436	60.57	3063900	567536
Total A + B	18162	5995000	100.00 %	3124400	506936

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

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 2019 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: NewDelhi
Date: 29.05.2019

For Manoj Sangeeta & Associates
Chartered Accountant
(Frm-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, 2019 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 D.Maharathi & Associates
Practicing Company Secretaries

Sd/-
Dillip Maharathi
Company Secretary-
M.No-24955
CP No.13496

EXTRACT OF ANNUAL RETURN (MGT-9)

(Annexure-C)

As on the financial year ended 31.03.2019

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

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(BSE)
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.	Leasing Franchisee fees	77400	100

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

(i) **Category-wise Shareholding**

Sr No	Category of Holder	Number of Shares held beginning of the year 01.04.2018				Number of Shares held at the end of the year 31.03.2019				% change during the year
		Demat	Physical	Total	% of Total	Demat	Physical	Total	% Total Shares	
A	Indian									



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	Shareholding of Promoter & promoter company									
1	Indian									
a)	Individual/Huf	2212664	0	2212664	36.91	2212664	0	2212664	36.91	-
b)	Cent.Govt./State.Govt.	0	0	0	0	0	0	0	0	-
c)	Body corporates	150900	0	150900	2.52	150900	0	150900	2.52	-
e)	FII/BANKS	0	0	0	0	0	0	0	0	-
f)	Any other.specify				0				0	-
	Sub total A(1)	2363564	0	2363564	39.43	2363564	0	2363564	39.43	-
2	Foreign	0	0	0	0	0	0	0	0	-
a)	Individual/NRI	0	0	0	0	0	0	0	0	0
b)	Body Corporate	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	0	0	0	0	0	0	0	0
	Sub total A(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding Promoters & Promoters Group=A(1)+A(2)	2363564	0	2363564	39.43	2363564	0	2363564	39.43	0
B	Public Shareholding	0	0	0	0					
1	Institutional	0	0	0	0					
a)	MF/UTI	0	0	0	0					
b)	FII/BANKS	0	100	100	0	0	100	100	0	0
c)	Central Govt./State.Govt.	0	0	0	0					
d)	Any others, Specified	0	0	0	0					
	Sub-Total B(1)	0	100	100	0	0	100	100	0	0
B2	Non Institutional									
(a)	Body corporate	6700	13000	19700	0.33	8800	12800	21600	0.36	0
(b)	Individual									
i	Individual Shareholders Holding Nominal Share Capital up to Rs 2 lakh	285622	3088300	3373922	56.28	331022	3039800	3370822	56.23	0
	Individual Shareholders holding nominal share capital in excess of Rs2 Lakh	207534	23100	230634	3.85	207534	22900	230434	3.84	0
(C)	Any other (specify)NRI	1000	0	1000	0	1000	0	1000	0.02	0
(C-i)	HUF	6080	0	6080	0.1	7480	0	7480	0.12	0
(C-ii)	Clearing Member	0	0	0	0	0	0	0	0	0
	Sub-Total B(2)	506936	3124400	3631336	60.57	555836	3075500	3631336	60.57	0
(B)	Total Public Shareholding(B1+B2)	506936	3124500	3631436	60.57	555836	3075600	3631336	60.57	0
	Total(A)+(B)	2870500	3124500	5995000	100.00	2919400	3075600	5995000	100	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 and 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)	2870500	3124500	5995000	100.00	2919400	3075600	5995000	100	0

(ii) **Share Holding of Promoters**

Sr.No	Shareholders Name	Shareholding at the begging of the year 01.04.2018			Shareholding at the end of the year 31.03.2019			% 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	108713	1.81	0	108713	1.81	0	0



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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	1323811	22.08	0	1323811	22.08	0	0
7	Vitro Biotechnologies Ltd	46900	22.01	0	46900	22.01	0	0
8	Jayshee Investments Ltd.	4000	0.78	0	4000	0.78	0	0
9	Sheel Biotech Ltd	100000	0.07	0	100000	0.07	0	0
	Total	2359114	39.43	0	2359114	39.43	0	0

(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 01.04.2018		Shareholding at the end of the year of the year 31.03.2019		% 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	
	NIL	NIL	NIL	NIL	NIL	NIL

(iv) **Shareholding pattern of top shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl.No		Share Holding at the beginning of the year 01.04.2018		Share holding at the end of the year 31.03.2019		% 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	129750	2.16	129750	2.16	0
2.	Vimal Jindal	52800	0.88	52800	0.88	0
3.	Sunita chandak	24984	0.42	24984	0.42	0
4.	Anand Prakash Singh	23100	0.39	22900	0.38	0.01
5.	Dharmendra Kumar Bhadaya	19500	0.33	19500	0.33	0
6.	Rajender Kumar Chaudhary	14500	0.24	14500	0.24	0
7.	Shiv Ram	13600	0.23	13600	0.23	0
8.	Manoj Kumar behera	11600	0.19	11600	0.19	0
9.	Bipin Dhiraj Lal Goda	11100	0.19	11100	0.19	0
10.	Saud Hasan Tungekar	11000	0.18	11000	0.18	0

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

Sr. No		Shareholding at the beginning of the year 01.04.2018		Shareholding at the end of the year of the year 31.03.2019		% 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) **Indebtedness (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	NIL
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)	

(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)		
	Ceiling as per the Act		

B. REMUNERATION TO OTHER DIRECTOR

SI No.	Particular of remuneration	Name of Directors				Total Amount
1.	Independent Directors	Anil kumar	Nayadita Sharma	Shashi Ranjan kumar		
	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

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

SI No	Particular of Remuneration	KEY MANAGERIAL PERSONNEL			
		CEO	CS	CFO	Total



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1.	Gross salary		4.8 laks		4.8 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)				
5	Others, Please Specify				
	Total(A)				
	Ceiling as per the Act				

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

	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding feesimposed	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

Internal control System:

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

Financial Performance with respect to Operational Performance as on 31.03.2019

Particulars	As on 31.03.2019	As on 31.03.2018
Income		
Revenue from operations (gross)	-	7229250
Other Income	7201357	7200000
Total Revenue	7201357	14429250
Expenses		
Purchase	-	7943780
Employee benefits expense	2400066	3881769
Finance Cost	3803	3979
Depreciation and amortization expenses	141068	141068
Other expenses	4260514	2012377
Total Expenses	6805451	13982973
Profit (loss) before exceptional and extraordinary items and tax	395906	446277
Less: Exceptional Items & Current Tax		
1 Prior Period Tax Credit	0	0
2. Current year tax Exp	75440	85040
Less:-MAT credit entitlement	(75440)	(85040)
EARLIER YEARS	20510	0
DEFERRED TAX	(124842)	65855
Profit/ (loss) after Tax and exceptional Items	500238	380422



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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.

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 31.03.2019.

Place :NewDelhi
Date:29.05.2019

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, 2019, 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 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 2019 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. 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.



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- 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 has not 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, 2019, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, 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.*
- 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:*
 - 1) *On the basis of written representations received from management as on March 31, 2019, The Company is not involved in any litigations pending as at 31st March 2019 on its financial positions in its financial statements.*
 - 2) *The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.*
 - 3) *There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.*

*For Manoj Sangeeta & Associates
Chartered Accountants
FRN:021873N*

*Place: New Delhi
Date : 28th May, 2019*

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, 2019.)

- 1)
 - 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.*
- 2) *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.*
- 3) *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.*
- 4) *In respect of Loans, Investments, Guarantees and Security, the provisions of section 185 & 186 of the Companies Act, 2013 has been complied with.*



SC AGROTECH LIMITED
(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD.)
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- 5) *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.*
- 6) *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.*
- 7) *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 dues which have remained outstanding as on March 31st, 2019 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.
c) 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.
- 8) *The Company has not raised any money through initial public offer (including debt instruments) and no term loan has been taken during the year.*
- 9) *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.*
- 10) *The company has paid remuneration to directors which are under the limit of section 197 of the Companies Act, 2013.*
- 11) *The clause is not applicable.*
- 12) *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.*
- 13) *The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.*
- 14) *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.*
- 15) *The Company is not required to be registered under section 45-IA of the RBI Act, 1934 and registration procedure is not applicable.*

For Manoj Sangeeta & Associates
Chartered Accountants
FRN:021873N

Place: New Delhi
Date : 28th May, 2019



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 2019 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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 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 2019, 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.



SC AGROTECH LIMITED
(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD.)
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For Manoj Sangeeta & Associates
Chartered Accountants
FRN:021873N

Place: New Delhi
Date : 28th May, 2019

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 Delhi Stock Exchange and 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

A) Basis of Preparation

The Financial statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred as "IndAS") as notified under section 133 of Companies Act, 2013 ('the Act') read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements for the year ended 31st March, 2019 are the second the Company has prepared under Ind AS. The Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India immediately before adopting Ind AS. The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the 'date of transition to Ind AS'. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. 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 or non-current classification of assets and liabilities. Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements.

Basis of measurement

These financial statements are prepared under the historical cost convention unless otherwise indicated.

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

(a) Measurement and likelihood of occurrence of provisions and contingencies

(b) Recognition of deferred tax assets

(c) Key assumptions used in discounted cash flow projections

(d) Intangibles

i) Revenue Recognition

Revenue is primarily derived from franchisee fees. 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.

Franchisee fee has been accounted on accrual basis.



ii) 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 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.

iii) Retirement/ Post retirement benefits

The company has the employee less than statutory limit as per 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.

Trade receivable and Loans

Trade receivables are initially recognized at fair value. As per management valuation technique, all debtors has been considered good and no such provision for doubtful debts has been required or impairment or expected credit loss has been required to be recognized.

Property, Plant and Equipment:

Property, plant and equipment is stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the

item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following: •

plant and equipment has not been depreciated due to expiration of useful lives as per sch III to the companies act, 2013.

Freehold land is not depreciated. And owner occupied property has been described as property plant and equipment due to difference of opinion in investment property and the owner occupied property does not qualify the definition under INDAS 40 of investment property and has been shown as property plant and equipment but as per management decision, depreciation has not been charged.

item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

Depreciation is provided on a pro-rata basis on the straight line method based on estimated useful life prescribed under Schedule II to the Companies Act, 2013 with the exception of the following: •

plant and equipment has not been depreciated due to expiration of useful lives as per sch III to the companies act, 2013.

Freehold land is not depreciated. And owner occupied property has been described as property plant and equipment due to difference of opinion in investment property and the owner occupied property does not qualify the definition under INDAS 40 of investment property and has been shown as property plant and equipment but as per management decision, depreciation has not been charged.

b) 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 amortized at 1/10 basis to spread the cost among 10 years..

c) 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
-------------	--------------



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Factory Building RCC Frame	60 Years
Intangible - Trade Marks	10 Years

i) Income Taxes:

Income tax expense for the year comprises of current tax and deferred tax.

It is recognised in the Statement of Profit and Loss except to the extent it relates to a business combination or to an item which is recognised directly in equity or in other comprehensive income. Current tax is the expected tax payable/receivable on the taxable income/ loss for the year using applicable tax rates at the Balance Sheet date, and any adjustment to taxes in respect of previous years. Interest income/ expenses and penalties, if any, related to income tax are included in current tax expense.

Deferred tax is recognized in respect of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. A deferred tax liability is recognised based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted, or substantively enacted, by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised 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 current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority

i) Foreign Currency Transactions

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

ii) Cash and Cash Equivalents

Cash and Cash Equivalents comprise cash and cash-on-deposit 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.

iii) 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.

iv) 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.

v) 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	2018-19 Amount (Rs.)	2017-18 Amount (Rs.)
Profit After Tax(in Rupees)	5,00,238/-	3,80,422/-
Total number of equity share of Rs 10 each	59,95,000	59,95,000
Basic Earnings Per Share	0.08	0.063
Total weighted average number of equity share of Rs 10 each	59,95,000	59,95,000
Diluted Earnings Per Share	0.08	0.063

i) Contingent Liabilities

Particulars	2018-19 Amount (Rs.)	2017-18 Amount



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		(Rs.)
Charge Created on Assets by Jayshee Investment Pvt. Ltd. 12.10.2011 (Corporate Guarantee)	3,00,00,000	3,00,00,000

i) 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

Name of the person	Nature of Transaction	Amount	Designation
peela Maheswari	Relative as per section 2(77) of the Companies Act, 2013	180000/- as rent	Shareholder having significant influence
ak	Relative as per section 2(77) of the Companies Act, 2013	NIL	Shareholder having significant influence

Key managerial Personnel:

Name of the person	Transaction	Amount	Designation
litin Maheshwari	Remuneration	Nil	Managing Director
ayadita Sharma	Remuneration	Nil	Independent Director
hashi Ranjan Kumar	Remuneration	Nil	Independent Director
jay Rawat	Remuneration	4,45,000/-	Company secretary
nil Kumar	SITTING FEE	2,000/-	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	2018-19	2016-17
Audit fee(Including Tax Audit)	29,900/- all tax included	33,748 inclusive of GST 18%
Fee for other certificates	NIL	NIL

For Manoj Sangeeta & Associates
Chartered Accountants
FRN:021873N

Manoj Kumar
Partner
Place: New Delhi
Date : 28th May, 2019



SC AGROTECH LIMITED
(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD.)
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SC Agrotech Limited

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

BALANCE SHEET AS AT 31.03.2019

(All amount are in indian rupees unless otherwise stated)

Particulars	Notes	As at 31 March 2019	As at 31 March 2018
ASSETS			
NON CURRENT ASSETS			
PROPERTY, PLANT & EQUIPMENT	1	5,920,087	6,856,155
INVESTMENT PROPERTY	2	-	-
OTHER INTANGIBLE ASSETS	1	20,000	25,000
FINANCIAL ASSETS			
- OTHERS	3	370,000	370,000
TOTAL NON CURRENT ASSETS		6,310,087	7,251,155
CURRENT ASSETS			
FINANCIAL ASSETS			
- TRADE RECEIVABLES	4	4,996,653	9,218,680
- CASH & CASH EQUIVALENTS	5	496,002	54,320
- LOANS	6	100,000	27,000
CURRENT TAX ASSETS (NET)	7	2,373,254	1,653,254
TOTAL CURRENT ASSETS		7,965,909	10,953,254
TOTAL ASSETS		14,275,996	18,204,409
EQUITY AND LIABILITIES			
EQUITY			
EQUITY SHARE CAPITAL	8	59,950,000	59,950,000
OTHER EQUITY	9	(56,898,074)	(57,398,313)
		3,051,926	2,551,687
NON-CURRENT LIABILITIES			
FINANCIAL LIABILITIES			
- BORROWINGS	10	3,324,315	3,324,315
DEFERRED TAX LIABILITIES (NET)	11	940,826	1,065,668
OTHER NON-CURRENT ASSETS	12	1,000,000	1,000,000
		5,265,141	5,389,983
CURRENT LIABILITIES			
FINANCIAL LIABILITIES			
- TRADE PAYABLES	13	5,629,205	9,792,865
- OTHER FINANCIAL LIABILITIES	14	309,214	469,874
CURRENT TAX LIABILITIES (NET)	15	20,510	-
TOTAL CURRENT LIABILITIES		5,958,929	10,262,739
TOTAL EQUITY AND LIABILITIES		14,275,996	18,204,409

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

For and on Behalf of Board of Directors

SC Agrotech Limited

CIN:LO1122DL1990PLC042207

Manoj Kumar

Partner

Membership No.: 098161

Place : New Delhi

Date : 28.05.2019

Nitin Maheshwari

Director

DIN: 03459767

Nayadita Sharma

Director

DIN: 07156814



SC AGROTECH LIMITED
(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD.)
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SC Agrotech Limited

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

Statement of Profit & Loss for the year ended 31st March, 2019

(All amount are in indian rupees unless otherwise stated)

Particulars	Notes	Year ended 31 March 2019	Year ended 31 March 2018
CONTINUING OPERATION			
INCOME			
Revenue from operations	16	-	7,229,250
Other income	17	7,201,357	7,200,000
Total income		<u>7,201,357</u>	<u>14,429,250</u>
EXPENSES			
Purchase		-	7,943,780
Employee benefit expenses	18	2,400,066	3,881,769
Finance costs	19	3,803	3,979
Depreciation and amortisation expenses	1	141,068	141,068
Other expenses	20	4,260,514	2,012,377
Total expenses		<u>6,805,451</u>	<u>13,982,973</u>
Profit before tax from continuing operation		395,906	446,277
Prior period items		-	-
Profit before tax		<u>395,906</u>	<u>446,277</u>
Tax expenses:			
Current tax		75,440	85,040
Less:- MAT Credit Entitlement		(75,440)	(85,040)
Earlier years		20,510	-
Deferred tax		(124,842)	65,855
Profit for the year from continuing operations		<u>500,238</u>	<u>380,422</u>
Other comprehensive Income			
Other comprehensive income not to be reclassified to profit & loss		-	-
Total other comprehensive income for the year		-	-
Total comprehensive income for the year		<u>500,238</u>	<u>380,422</u>
Earnings Per Share			
-Basic		0.08	0.06
-Diluted		0.08	0.06

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

CIN:LO1122DL1990PLC042207

Manoj Kumar
Partner
Membership No.: 098161
Place : New Delhi
Date : 28.05.2019

Nitin Maheshwari
Director
DIN: 03459767

Nayadita Sharma
Director
DIN: 07215544



SC Agrotech Limited

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

Cash Flow Statement for the year ending 31st March, 2019

(All amount are in indian rupees unless otherwise stated)

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
A. Cash flow from operating activities:		
Profit before tax	395,906	446,277
Adjustments for:		
Depreciation and amortisation expenses	141,068	141,068
prior period tax	(20,510)	-
Interest income	(1,357)	-
Franchisee Fees	(7,200,000)	(7,200,000)
Rental Income	-	-
Operating profit before working capital changes	(6,684,893)	(6,612,655)
Adjustments for changes in working capital :		
- Movement in trade receivables	4,222,027	(4,870,180)
- Movement in other receivables	(73,000)	(3,000)
- Movement in inventories	-	-
- Movement in trade & other payables	(4,303,810)	5,035,644
Cash generated from operations	(6,839,675)	(6,450,191)
Income tax paid (net of refund)	(720,000)	(721,500)
Net cash generated from operating activities	(7,559,675)	(7,171,691)
B. Cash flow from investing activities:		
Franchisee Fees	7,200,000	7,200,000
Interest received	1,357	-
Net cash used in investing activities	7,201,357	7,200,000
C. Cash flow from financing activities:		
sale of flat	800,000	-
Net cash used from financing activities	800,000	-
Net increase in cash and cash equivalents	441,682	28,309
Cash and cash equivalents at the beginning of the year	54,320	26,011
Cash and cash equivalents at the end of the year	496,002	54,320

This is the Cash Flow Statement 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

CIN: L01122DL1990PLC042207

Manoj Kumar
Partner
Membership No.: 098161
Place : New Delhi
Date : 28.05.2019

Nitin Maheshwari
Director
DIN: 03459767

Nayadita Sharma
Director
DIN: 07215544



SC Agrotech Limited

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

Statement of Changes in Equity for the year ended March, 2019

a. Equity Share Capital

	Amount (Rs.)
Balance as at 01.04.2018	59,950,000
Changes in equity share capital during the year	-
Balance as at 31.03.2019	59,950,000
Changes in equity share capital during the year	-
Balance as at 31.03.2019	59,950,000

b. Other Equity

	Attributable to equity shareholders of the company
	Reserves & Surplus
	General Reserve
Balance as at 01.04.2018	(57,398,313)
Profit for the year	500,238
Items of OCI for the year, net of tax	-
Total Comprehensive income for the year	500,238
Transfer from Retained Earnings	-
Balance as at 31.03.2019	(56,898,074)

See accompanying notes to financial statements
in terms of our report attached

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

For and on Behalf of Board of Directors
SC Agrotech Limited

CIN:L01122DL1990PLC042207

Manoj Kumar
Partner
Membership No.: 098161
Place : New Delhi
Date : 28.05.2019

Nitin Maheshwari
Director
DIN: 03459767

Nayadita Sharma
Director
DIN: 07215544



2 INVESTMENT PROPERTY

Particulars	As at 31 March 2019	As at 31 March 2018
Opening Balance	-	-
Additions	-	-
Less: Disposals	-	-
Closing Balance	-	-

3 OTHER FINANCIAL ASSETS

Particulars	As at 31 March 2019	As at 31 March 2018
NON CURRENT		
Security deposits	370,000	370,000
Loans to related parties	-	-
Other loans	-	-
Total	<u>370,000</u>	<u>370,000</u>

4 TRADE RECEIVABLES

Particulars	As at 31 March 2019	As at 31 March 2018
considered good	4,996,653	9,218,680
considered doubtful	-	-
	<u>4,996,653</u>	<u>9,218,680</u>
Less : Allowances for bad and doubtful debts	-	-
	<u>4,996,653</u>	<u>9,218,680</u>

5 CASH AND CASH EQUIVALENTS

Particulars	As at 31 March 2019	As at 31 March 2018
Cash and cash equivalents		
Cash on hand	242,465	31,865
Balances with banks		
- on current accounts	<u>253,537</u>	<u>22,455</u>
	<u>496,002</u>	<u>54,320</u>
Total	<u>496,002</u>	<u>54,320</u>

6 FINANCIAL ASSET

Particulars	As at 31 March 2019	As at 31 March 2018
CURRENT		
Deposit as security	100,000	-
Loans to others	-	27,000
Total	<u>100,000</u>	<u>27,000</u>

7 CURRENT TAX ASSETS (NET)

Particulars	As at 31 March 2019	As at 31 March 2018
Deposits with Revenue authorities	2,448,694	1,738,294
Less: Provision for Income tax	<u>75,440</u>	<u>85,040</u>
	<u>2,373,254</u>	<u>1,653,254</u>



SC AGROTECH LIMITED
(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD.)
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8 SHARE CAPITAL

Particulars	As at 31 March 2019		As at 31 March 2018	
	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**

Particulars	As at 31 March 2019		As at 31 March 2018	
	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 2019		As at 31 March 2018	
	Number of shares held	% of holding	Number of shares held	% of holding
S N Chandak	1,323,811	22.08%	1,319,322	22.01%
Sheela Maheswari	648,980	10.83%	648,980	10.83%

9 OTHER EQUITY

Particulars	As at 31 March 2019	As at 31 March 2018
GENERAL RESERVE		
Surplus as per Statement of profit and loss		
Balance at the beginning of the year		(57,778,735)
Add: Profit for the year		500,238
Balance at the end of the year		(56,898,074)
		(56,898,074)

10 FINANCIAL LIABILITIES

Particulars	As at 31 March 2019	As at 31 March 2018
BORROWINGS		
Unsecured	-	-
From Others	3,324,315	3324315
Total	3,324,315	3,324,315

11 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31 March 2019	As at 31 March 2018
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation charged in the books.	940,826	1,065,668
Deferred tax liability	940,826	1,065,668

12 OTHER NON CURRENT LIABILITIES

Particulars	As at 31 March 2019	As at 31 March 2018
Security / deposits	1,000,000	1,000,000
Total	1,000,000	1,000,000

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SC AGROTECH LIMITED
(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD.)
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13 TRADE PAYABLES

Particulars	As at 31 March 2019	As at 31 March 2018
Due to Micro, Small and Medium Enterprises *	-	-
Others	5,629,205	9,792,865
Less Provision for impairment	-	-
Total	<u><u>5,629,205</u></u>	<u><u>9,792,865</u></u>

* 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.

14 OTHER FINANCIAL LIABILITIES

Particulars	As at 31 March 2019	As at 31 March 2018
CURRENT		
Statutory dues payable	85,047	108,894
Expenses Payable	224,167	360,980
Total	<u><u>309,214</u></u>	<u><u>469,874</u></u>

15 CURRENT TAX LIABILITIES (NET)

Particulars	As at 31 March 2019	As at 31 March 2018
Provisions	20,510	-
Total	<u><u>20,510</u></u>	<u><u>-</u></u>



SC AGROTECH LIMITED
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16 REVENUES

Particulars	As at 31 March 2019	As at 31 March 2018
Revenue from operations		
Sale of products	-	7,229,250
Revenue from operations	-	7,229,250

17 OTHER INCOME

Particulars	As at 31 March 2019	As at 31 March 2018
Interest income	1,357	-
Franchisee fee	7,200,000	7,200,000
Total	7,201,357	7,200,000

18 EMPLOYEE BENEFIT EXPENSES

Particulars	As at 31 March 2019	As at 31 March 2018
Salaries & Wages	2,117,152	3,800,269
Staff Welfare	282,914	81,500
Total	2,400,066	3,881,769

19 FINANCE COSTS

Particulars	As at 31 March 2019	As at 31 March 2018
Bank Charges	3,803	3,979
Total	3,803	3,979

20 OTHER EXPENSES

Particulars	As at 31 March 2019	As at 31 March 2018
Advertisement & Publicity Exps	22,816	3,900
Audit Fees	34,900	28,600
Business Promotion	595,806	3,331
Conveyance	275,214	122,647
Fees Rates & Taxes	41,090	36,947
Listing Fees	315,000	347,500
AGM Runnig Expenses	608,120	584,432
Postage, Stamps & Courier	217,857	129,327
Printing & Stationery	378,675	147,750
Professional Charges	393,424	222,285
Rent	180,000	180,000
Misc expenses/ write off	21,676	-
Telephone & Web Exps.	163,141	107,303
Tour & Travelling Expenses	353,540	98,355
Rebate and discount	659,256	-
Total	4,260,514	2,012,377



SC AGROTECH LIMITED
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SC Agrotech Limited
RZ-1484/28, GROUND FLOOR, TUGLAKABAD EXTN. DELHI-110019
PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

PARTICULARS	Value AS ON 01.04.2017	Depreciation for the year 2017-18	Value AS ON 01.04.2018	ADDITION	SALES DURING THE YEAR	Depreciation For the year 2017-18	Value AS ON 31.03.2019	Value AS ON 31.03.2018
PROPERTY PLANT & EQUIPMENT								
Owner Occupied property								
Land	1,477,936.00	-	1,477,936.00	-	-	0.00	1,477,936.00	1,477,936.00
Flat	800,000.00	-	800,000.00	-	800,000.00	0.00	-	800,000.00
Factory Building	4,714,287.00	136,068.00	4,578,219.00	-	-	136,068.00	4,442,151.00	4,578,219.00
	6,992,223.00	136,068.00	6,856,155.00	-	800,000.00	136,068.00	5,920,087.00	6,856,155.00
INTANGIBLE ASSETS								
Trade Mark	30,000.00	5,000.00	25,000.00	-	-	5,000.00	20,000.00	25,000.00
	30,000.00	5,000.00	25,000.00	-	-	5,000.00	20,000.00	25,000.00
TOTAL	7,022,223.00	141,068.00	6,881,155.00	-	800,000.00	141,068.00	5,940,087.00	6,881,155.00

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

For and on Behalf of Board of Directors
SC Agrotech Limited
CIN: L01122DL1990PLC042207

Manoj Kumar
Partner
Membership No.: 098161
Place : New Delhi
Date : 28.05.2019

Nitin Maheshwari
Director
DIN: 03459767

Nayadita Sharma
Director
DIN: 07156814

SC Agrotech Limited
ASSESSMENT YEAR : 2018-19
PREVIOUS YEAR : 2017-18

PARTICULARS	WDV AS ON 01.04.2018	ADDITION		SALES DURING THE YEAR/SUBSIDY RECEIVED	gain/loss	TOTAL AS ON 31.03.2019	DEP. RATE (%)	DEPRECIATION FOR THE YEAR	WDV AS ON 31.03.2019
		BEFORE 02.10.2018	AFTER 02.10.2018						
TANGIBLE ASSETS									
OFFICE BUILDING	505,362.00			800,000.00	(294,638.00)	-	0%	-	-
FACTORY BUILDING	869,671.00	-	-	-	-	869,671.00	10%	86,967.00	782,704.00
FURNITURE & FIXTURE	18,002.00	-	-	-	-	18,002.00	10%	1,800.00	16,202.00
LAND	1,477,936.00	-	-	-	-	1,477,936.00	0%	-	1,477,936.00
INTANGIBLE ASSETS									
TRADE MARK	12,735.00	-	-	-	-	12,735.00	25%	3,184.00	9,551.00
	2,883,706.00	-	-	800,000.00	-	2,378,344.00		91,951.00	2,286,393.00

For and on Behalf of Board of Directors
SC Agrotech Limited
CIN: L01122DL1990PLC042207

Nitin Maheshwari
Director
DIN: 03459767

Nayadita Sharma
Director
DIN: 07156814

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, 2019 and found the same to be drawn accordance attached with this annual report.

For Manoj Sangeeta & Associates Chartered Accountant
Sd/
Manoj Kumar
Chartered Accountant
M.No098161



SC AGROTECH LIMITED
(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD.)
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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, Contact:9654056648
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
9TH ANNUAL GENERAL MEETING of the Company at to be held on Monday, 30th September, 2019 at Community Hall, Pracheen Shiv Mandir,
JallanMuhalla, Tughlakabad Village, New Delhi- 110044 at 10:00 AM

Electronic Voting particular		Default Pan/Sequence No.
EVEN (Electronic Voting Sequence Number)	USER ID	

=====X XX X=====XXXX=====

FORM NO. MGT-11

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

PROXYFORM

CIN: L01122DL1990PLC042207
Name of the Company : SC AGROTECH LIMITED
Registered office: RZ-1484/28, G.F, Tughlakabad Ext. New Delhi-110019

Name of the Member(s): _____
 Register address: _____
 E-mail id: _____
 Folio No/DP ID-Client ID No. _____

/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 Monday 30thSeptember, 2019 at Community Hall, Pracheen Shiv Mandir, JallanMuhalla,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

- Adoption of Annual Accounts and Audit reports for the year ended 31.03.19
- Appointment of Director retiring by Rotation
- Re-Appointment of Statutory Auditors

Special Business

- To Sale/Transfer Of Company's Land

Signed this.....day of.....2019
 Signature of Shareholder
 Signature of Proxy holder(S)

**AFFIX
REVENUE
STAMP**



SC AGROTECH LIMITED
(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD.)
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POST

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