



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

Date : 08.09.2020

To,

Listing Department/Department of Corporate Services

BSE Limited

PJ Towers, Dalal Street

Mumbai-400001

Scrip Code: 526081

SUB: REVISED NOTICE OF THE AGM OF THE COMPANY M/S SC AGROTECH LIMITED FOR

Dear sir/madam,

Please find enclosed herewith the revised Notice of 30th AGM of M/s SC Agrotech limited for financial year 2019-20.

This information is being submitted pursuant to Regulation 44 of the SEBI (LODR) Regulation 2015 as amended.

Please take the same on your record.

FOR SC AGROTECH LIMITED

Upendra bhardwaj

Company secretary & compliance officer

Encl : As Above

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of SC AGROTECH LIMITED (formerly known as Sheel International Limited) will be held on Monday, 28th day of September, 2020 at registered office of the company at Rz-1484/28 Ground floor Tughlakabd Extn. At 10.00: A.M New Delhi-110019 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 2020 with reports of the Directors and Auditor's thereon.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution as a Ordinary Resolution(s):

2. **To re-appointment of Mr. Nitin Maheshwari (Din : 03459767) as Whole Time Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution :**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Nitin Maheshwari (DIN: 03459767) as the Whole time Director of the Company for a period of five years, with effect from 28.08.2020 on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of directors on the recommendations of Nomination & Remuneration Committee of the Company be and are hereby authorized to alter & vary the terms and conditions appointment and/or remuneration, subject to the same not exceeding the limit specified under schedule V to the Companies Act, 2013 or statutory modification(s) or reenactment Thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable."

3. **REGULARISATION OF ADDITIONAL INDEPENDENT DIRECTOR, MR. SHARAD RATAN BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sharad Ratan (DIN: 08719831), who was appointed as Additional Director on 16th March 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

4. **REGULARISATION OF ADDITIONAL WOMAN DIRECTOR, MRS. HEMLATA RAJORA BY APPOINTING HER AS WOMAN DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Hemalata Rajora (DIN: 08755020), who was appointed as Additional Woman Director on 08th June 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Registered Office :
RZ-1484/28,GF.,
TughalakabadExt.,
NewDelhi-110019
Date: 01.08.2020

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

NOTES:-

1. *An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') which sets out details relating to special business to be transacted at the Annual General Meeting (AGM or Meeting) is annexed hereto.*
2. *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.*
3. *Pursuant to requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to corporate governance and the applicable Secretarial Standards, the information required to be provided in case of appointment/ re-appointment of Director, is set out at the Annexure I to this Notice.*
4. *In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated*

April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting through VC/ OAVM ("AGM" or "e-AGM"), without the physical presence of the members of the Company at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue of the AGM shall be the registered office of the Company. The Company has engaged the services of M/s Skyline Financial Services Private limited, Registrar & Transfer Agent of the Company as the Authorised Agency for conducting the e-AGM and providing e-voting facility for casting the votes by the members using an electronic voting system.

5. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the Facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Members attending the AGM through VC/ OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
7. A copy of the Annual Report containing Audited Financial Statements for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon are enclosed.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the RTA/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.esortsgroup.com and websites of the Stock Exchanges i.e. BSE Limited.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. Relevant documents referred to in the accompanying Notice, are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the meeting.
12. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited, in respect of shares held in physical form.
13. The Members are requested to:
 - a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited in respect of their holdings in physical form.
 - b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - c) Non-Resident Indian Members are requested to inform Skyline Financial Services Private Limited immediately of the change in residential status on return to India for permanent settlement.
 - d) Register their email address and changes therein from time to time with Skyline Financial Services Private Limited for shares held in physical form and with their respective Depository Participants for shares held in demat form.
 - e) Quote their DPID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agents, Skyline Financial Services Private Limited (Office: D-153/A, Okhla Industrial Area, Phase-I New Delhi-110020).
 - f) Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares may obtain the login id and password by sending a request at helpdesk.evoting@cdslindia.com.
14. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.scagrotech.com for download.
15. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to specify nominations in respect of the Equity Shares held by them, in physical form. Members desirous of specifying nominations may procure the prescribed form from the Registrar & Share Transfer Agents, Skyline Financial Services Private Limited and have it duly filled and sent back to them.
16. In support of the Green initiative by Ministry of Corporate Affairs and pursuant to section 101 of the Companies Act 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, electronic copy of the Annual Report is being sent to all Members whose email ID's are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members, who have not registered their email address, physical copies of the Annual Report are being sent to them in the permitted / requisitioned mode.
17. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.
18. Information required under Regulation 36 of SEBI Listing Regulations in respect of Directors seeking Appointment/Reappointment at the AGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/reappointment as required under Act and rules made there under.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA i.e. Skyline Financial Services Private Limited.

20. The Board of Directors of the Company has appointed M/s D.MAHARATHI & ASSOCIATES, Company Secretaries, CS Dillip maharathi (M. No. A24955, COP No. 13496) as the Scrutinizer to scrutinize the remote E-Voting process and poll at the Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
21. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date ie. 21st September 2020.
22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 21st September, 2020 only shall be entitled to avail the facility of remote e-voting or poll at the Annual General Meeting.

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 ('remote-voting').
- II.** The remote e-voting period commences on 25th September, 2020 (10.00 AM) and ends on 27th September 2020 (5.00pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, 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 process and manner for remote e-voting are as under:

- (i) The voting period begins on 25th September 2020 (10.00 A.M) and ends on 27th September 2020 (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 21st September 2020 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 User ID
- For CDSL: 16 digits beneficiary,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - 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 these sequence number is less than 8 digits enter the applicable number of '0' 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.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, and 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 vote on.
 - 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 favor 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.*

***Regd Office:
RZ-1484/28,GF,,
Tughlakabad Ext.
New Delhi-110019***

***By Order of the Board of Directors
For SC AgrotechLtd.
(Formerly known as Sheel International Ltd.)
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 2, Item No 3 and, Item 4 of the accompanying notice:

ITEM NO. 2: Mr. Nitin Maheshwari (DIN: 03459767) is a MBA(Master of Business Activities) in Finance. He is having good experience in the field of Accounts, Finance, and logistics. The tenure of Mr. Nitin maheshwari as Whole time Director of the Company was expired and having regard to his valuable services rendered to the Company, the Board of Directors re-appointed him as Whole Time Director of the Company for a period of five years w.e.f. 28th August 2020 to 27th August , 2025 at their meeting held on 28th August, 2020 subject to the approval of Members. Accordingly, the Board of Directors has placed the resolution for re-appointment of Mr. Nitin Maheshwari for the consent of Members of the Company. Mr. Nitin Maheshwari is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Directors recommend the aforesaid resolution for the approval by the members as an Ordinary Resolution. None of the other Directors /Key managerial Personnel of the Company /their relatives except Mr. Nitin Maheshwari (DIN: 03459767 himself is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

ITEM NO 3. Mr. Sharad Ratan (Din :08719831) was appointed as an Additional Independent Director of the Company by the Board on the recommendation of Nomination & Remuneration Committee in their meeting held on 16th March 2020. In accordance with provisions of section 161 of the Companies Act, 2013 and applicable SEBI (LODR) Regulation, 2015, he will hold office upto the date of the Annual General Meeting of the Company.

Mr. Sharad ratan is not disqualified from being appointed as Directors in terms of Section 164 of the Act. As per the recommendation of Nomination and Remuneration Committee and based on the performance evaluation, the Board is considering the regularization of appointment of Mr. Sharad Ratan (DIN: 08719831) from Additional Independent Director to Independent Director of the Company for a period of five years w.e.f. 28.09.2020.

The Company has also received a declaration from Mr. Sharad Ratan declaring that he meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

In the opinion of the Board, Mr. Sharad Ratan Jain fulfills the conditions required to be fulfilled for being appointed as an Independent Director of the Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.

ITEM NO. 4 Mrs Hemlata Rajora (Din :08755020) was appointed as an Additional Woman Director of the Company by the Board on the recommendation of Nomination & Remuneration Committee in their meeting held on 08th June 2020. In accordance with provisions of section 161 of the Companies Act, 2013 and applicable SEBI (LODR) Regulation, 2015, She will hold office upto the date of the Annual General Meeting of the Company.

Mrs. Hemlata Rajora is not disqualified from being appointed as Directors in terms of Section 164 of the Act. As per the recommendation of Nomination and Remuneration Committee and based on the performance evaluation, the Board is considering the regularization of appointment of Mrs. Hemlata Rajora (DIN: 08755020) from Additional Woman Director to Woman Director of the Company for a period of five years w.e.f. 28.09.2020.

In the opinion of the Board, Mrs Hemlata Rajora fulfills the conditions required to be fulfilled for being appointed as an Woman Director of the Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.

**ANNEXURE TO THE NOTICE DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
(IN PURSUANCE OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015)**

| | |
|---|---|
| Name of the Director | SH NITIN MAHESHWARI |
| <i>Din No</i> | 03459767 |
| <i>Fathers Name</i> | SH HARI KISHAN |
| <i>Date of Birth</i> | 26.07.1985 |
| <i>Date of Appointment</i> | 18.08.2011 |
| <i>Nationally</i> | Indian |
| <i>Educational Qualification</i> | MBA finance |
| <i>Experience & Expertise</i> | Extensive knowledge& experience in the field of Accounts, Finance & logistics |
| <i>Disclosure of relationship between directors inter-se</i> | NIL |
| <i>Chairman/ Member in the committees of Board of other Companies in which he/she is the Director</i> | NIL |
| <i>Shareholding in Company (Number & %)</i> | 100 (0.0%) |

| | |
|---|---|
| Name of the Director | SH SHARAD RATAN |
| <i>Din No</i> | 08719831 |
| <i>Fathers Name</i> | Sh. Ram Ratan |
| <i>Date of Birth</i> | 01.01.1986 |
| <i>Date of Appointment</i> | 16.03.2020 |
| <i>Nationally</i> | Indian |
| <i>Educational Qualification</i> | B.Com (Commerce) |
| <i>Experience & Expertise</i> | Mr. Sharad Ratan aged 35 years holds a Bachelors Degree in Commerce. Mr. Sharad Ratan has vast experience in Logistic and marketing companies which is more than 10 years He has also the marketing exposure in the field of publishing housing |
| <i>Disclosure of relationship between directors inter-se</i> | NIL |
| <i>Chairman/ Member in the committees of Board of other Companies in which he/she is the Director</i> | NIL |
| <i>Shareholding in Company (Number & %)</i> | 0 |

| | |
|---|---|
| Name of the Director | SMT. HEMLATA RAJORA |
| <i>Din No</i> | 08755020 |
| <i>Fathers Name</i> | Sh. Raghbir Singh Rajora |
| <i>Date of Birth</i> | 18/08/1982 |
| <i>Date of Appointment</i> | 08.06.2020 |
| <i>Nationally</i> | Indian |
| <i>Educational Qualification</i> | MBA |
| <i>Experience & Expertise</i> | Mr Hemlata Rajora aged 38 years holds a Degree in Master of business Administration and has vast experience in Journalism and mass communication along Logistic and marketing companies which is more than 10 years |
| <i>Disclosure of relationship between directors inter-se</i> | NIL |
| <i>Chairman/ Member in the committees of Board of other Companies in which he/she is the Director</i> | NIL |
| <i>Shareholding in Company (Number & %)</i> | 0 |

FORM FOR UPDATION OF EMAIL ADDRESS

DATE:

TO,

THE

M/S SC AGROTECH LIMITED
RZ-1484/28,GF TUGHLAKABD EXTN
NEW DELHI-110019

SUB: UPDATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

DEAR SIR,

PLEASE REGISTER MY EMAIL ADDRESS FOR THE PURPOSE OF SENDING 30TH ANNUAL REPORT AND OTHER NOTICES/DOCUMENTS IN ELECTRONIC MODE

NAME:
EMAIL ID:
FOLIO NO.
DP ID:
CLIENT ID:

SIGNATURE OF THE FIRST NAMED SHAREHOLDER

NAME: ADDRESS:

SC AGROTECH LIMITED

(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD)
CIN NO- L01122DL1990PLC042207
REGD. ADDRESS RZ-1484/28, G.F, TUGHLAKABAD EXT. NEW DELHI-110019
WEB: WWW. SCAGROTECH.COM, MOB NO.9654056648 EMAIL ID: SHEEL102@GMAIL.COM

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ATTENDANCE SLIP

MEMBERS ATTENDING THE MEETING IN PERSON OR BY PROXY ARE REQUESTED TO COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I HEREBY RECORD MY PRESENCE AT THE 30TH ANNUAL GENERAL MEETING OF THE COMPANY AT REGISTERED OFFICE OF THE COMPANY SITUATED AT RZ-1484/28 GF TUGHLAKABD EXTN NEW DELHI AT 10:00 A.M.

| | |
|---|--|
| FULL NAME OF THE SHAREHOLDER/PROXY HOLDER (IN BLOCK LETTERS) | |
| ADDRESS OF THE MEMBER/PROXY HOLDER (IN BLOCK LETTERS) | |
| JOINT HOLDER 1 (IN BLOCK LETTERS) | |
| JOINT HOLDER 2 (IN BLOCK LETTERS) | |
| FOLIO NO./DP ID*/CLIENT ID*: | |
| NO. OF SHARES HELD | |
| SIGNATURE OF MEMBER/PROXY HOLDER | |

I/we certify that I am member/proxy for the member(s) of the Company and hereby record my/our presence at the Thirty Annual General Meeting of the shareholder of SC AGROTECH LIMITED held on 28th September, 2020 at Registered office of the company at 10:00 A.M.

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.



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

Date : 08.09.2020

To,

Listing Department/Department of Corporate Services

BSE Limited

PJ Towers, Dalal Street

Mumbai-400001

Scrip Code: 526081

SUB: REVISED ANNUAL REPORT OF THE COMPANY M/S SC AGROTECH LIMITED FOR THE FINANCIAL YEAR 2019-20

Dear sir/madam,

Please find enclosed herewith the revised Annual report of M/s SC Agrotech limited for financial year 2019-20. The Annual report of the Company is also available on our website at the link www.scagrotech.com.

This information is being submitted pursuant to Regulation 34 of the SEBI (LODR) Regulation 2015 as amended.

Please take the same on your record.

FOR SC AGROTECH LIMITED

Upendra bhardwaj

Company secretary & compliance officer

Encl : As Above

30th Annual Report 2019-20



SC AGROTECH LIMITED



COMPANY INFORMATION

BOARD OF DIRECTORS : SH. NITIN MAHESHWARI- EXECUTIVE DIRECTOR
: SH. SHARAD RATAN INDEPENDENT DIRECTOR
: SH. SHASHI RANJAN KUMAR INDEPENDENT DIRECTOR
: MRS. HEMLATA RAJORA WOMAN DIRECTOR

COMPANY SECRETARY & COMPLIANCE OFFICER: SH. UPENDRA BHARDWAJ (W.E.F 11.05.2020)

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.

SECRETARIAL AUDITOR : D. MAHARATHI & ASSOCIATES
COMPANY SECRETARIES
A-9/1 NARIANA IND. AREA, PHASE-1
NEW DELHI-110028

REGD. ADDRESS : RZ-1484/28, GROUND FLOOR, TUGHLAKABAD EXT. NEWDELHI-110019
CONTACT DETAILS EMAIL ID: SHEEL102@GMAIL.COM, CONTACT NO. 09654056648
WEBSITE: WWW.SCAGROTECH.COM

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NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Members of SC AGROTECH LIMITED (formerly known as Sheel International Limited) will be held on Monday, 28th day of September, 2020 at registered office of the company at RZ-1484/28 Ground floor Tughlakabd Extn. At 10.00: A.M New Delhi-110019 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 2020 with reports of the Directors and Auditor's thereon.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution as a Ordinary Resolution(s):

2. **To re-appointment of Mr. Nitin Maheshwari (Din : 03459767) as Whole Time Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution :**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Nitin Maheshwari (DIN: 03459767) as the Whole time Director of the Company for a period of five years, with effect from 28.08.2020 on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of directors on the recommendations of Nomination & Remuneration Committee of the Company be and are hereby authorized to alter & vary the terms and conditions appointment and/or remuneration, subject to the same not exceeding the limit specified under schedule V to the Companies Act, 2013 or statutory modification(s) or reenactment Thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable."

3. **REGULARISATION OF ADDITIONAL INDEPENDENT DIRECTOR, MR. SHARAD RATAN BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sharad Ratan (DIN: 08719831), who was appointed as Additional Director on 16th March 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

4. **REGULARISATION OF ADDITIONAL WOMAN DIRECTOR, MRS. HEMLATA RAJORA BY APPOINTING HER AS WOMAN DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Hemalata Rajora (DIN: 08755020), who was appointed as Additional Woman Director on 08th June 2020 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

Registered Office :
RZ-1484/28,GF.,
TughlakabadExt.
NewDelhi-110019
Date: 01.08.2020

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

NOTES:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') which sets out details relating to special business to be transacted at the Annual General Meeting (AGM or Meeting) is annexed hereto.
2. 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.
3. Pursuant to requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to



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corporate governance and the applicable Secretarial Standards, the information required to be provided in case of appointment/ re-appointment of Director, is set out at the Annexure I to this Notice.

4. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting through VC/ OAVM ("AGM" or "e-AGM"), without the physical presence of the members of the Company at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue of the AGM shall be the registered office of the Company. The Company has engaged the services of M/s Skyline financial Services Private limited, Registrar & Transfer Agent of the Company as the Authorised Agency for conducting the e-AGM and providing e-voting facility for casting the votes by the members using an electronic voting system.
5. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the Facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Members attending the AGM through VC/ OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
7. A copy of the Annual Report containing Audited Financial Statements for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon are enclosed.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the RTA/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.escortsgroup.com and websites of the Stock Exchanges i.e. BSE Limited.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. Relevant documents referred to in the accompanying Notice, are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the meeting.
12. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited, in respect of shares held in physical form.
13. The Members are requested to:
 - a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited in respect of their holdings in physical form.
 - b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - c) Non-Resident Indian Members are requested to inform Skyline Financial Services Private Limited immediately of the change in residential status on return to India for permanent settlement.
 - d) Register their email address and changes therein from time to time with Skyline Financial Services Private Limited for shares held in physical form and with their respective Depository Participants for shares held in demat form.
 - e) Quote their DPID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agents, Skyline Financial Services Private Limited (Office: D-153/A, Okhla Industrial Area, Phase-I New Delhi-110020).
 - f) Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares may obtain the login id and password by sending a request at helpdesk.evoting@cdslindia.com.
14. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2019-20 will also be available on the Company's website www.scagrotech.com for download.
15. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to specify nominations in respect of the Equity Shares held by them, in physical form. Members desirous of specifying nominations may procure the prescribed form from the Registrar & Share Transfer Agents, Skyline Financial Services Private Limited and have it duly filled and sent back to them.
16. In support of the Green initiative by Ministry of Corporate Affairs and pursuant to section 101 of the Companies Act 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, electronic copy of the Annual Report is being sent to all Members whose email ID's are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members, who have not registered their email address, physical copies of the Annual Report are being sent to them in the permitted / requisitioned mode.
17. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.
18. Information required under Regulation 36 of SEBI Listing Regulations in respect of Directors seeking Appointment/Reappointment at the AGM is furnished as annexure to this Notice. The Directors have furnished consent/declarations for their appointment/reappointment as required under Act and rules made there



under.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA i.e. Skyline Financial Services Private Limited.
20. The Board of Directors of the Company has appointed M/s D.MAHARATHI & ASSOCIATES, Company Secretaries, CS Dillip maharathi (M. No. A24955, COP No. 13496) as the Scrutinizer to scrutinize the remote E-Voting process and poll at the Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
21. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 21st September 2020.
22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 21st September, 2020 only shall be entitled to avail the facility of remote e-voting or poll at the Annual General Meeting.

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 ('remote-voting').
- II. **The remote e-voting period commences on 25th September, 2020 (10.00 AM) and ends on 27th September 2020 (5.00pm).** During this period members of the Company, holding shares either in physical form or in dematerialized form, 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 process and manner for remote e-voting are asunder:
 - (i) **The voting period begins on 25th September 2020 (10.00 A.M) and ends on 27th September 2020 (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 21st September 2020 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 User ID
 - a. For CDSL: 16 digits beneficiary,
 - 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' 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, and 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 vote on.
- 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 favor 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.

Regd Office:
RZ-1484/28,GF,,
Tughalakabad Ext.
New Delhi-110019

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



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 2, Item No 3 and, Item 4 of the accompanying notice:

ITEM NO. 2: *Mr. Nitin Maheshwari (DIN: 03459767) is a MBA(Master of Business Activities) in Finance. He is having good experience in the field of Accounts, Finance, and logistics. The tenure of Mr. Nitin maheshwari as Whole time Director of the Company was expired and having regard to his valuable services rendered to the Company, the Board of Directors re-appointed him as Whole Time Director of the Company for a period of five years w.e.f. 28th August 2020 to 27th August, 2025 at their meeting held on 28th August, 2020 subject to the approval of Members. Accordingly, the Board of Directors has placed the resolution for re-appointment of Mr. Nitin Maheshwari for the consent of Members of the Company. Mr. Nitin Maheshwari is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Directors recommend the aforesaid resolution for the approval by the members as an Ordinary Resolution. None of the other Directors /Key managerial Personnel of the Company /their relatives except Mr. Nitin Maheshwari (DIN: 03459767 himself is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.*

ITEM NO 3. *Mr. Sharad Ratan (Din :08719831) was appointed as an Additional Independent Director of the Company by the Board on the recommendation of Nomination & Remuneration Committee in their meeting held on 16th March 2020. In accordance with provisions of section 161 of the Companies Act, 2013 and applicable SEBI (LODR) Regulation, 2015, he will hold office upto the date of the Annual General Meeting of the Company.*

Mr. Sharad ratan is not disqualified from being appointed as Directors in terms of Section 164 of the Act. As per the recommendation of Nomination and Remuneration Committee and based on the performance evaluation, the Board is considering the regularization of appointment of Mr. Sharad Ratan (DIN: 08719831) from Additional Independent Director to Independent Director of the Company for a period of five years w.e.f. 28.09.2020.

The Company has also received a declaration from Mr. Sharad Ratan declaring that he meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

In the opinion of the Board, Mr. Sharad Ratan Jain fulfills the conditions required to be fulfilled for being appointed as an Independent Director of the Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.

ITEM NO. 4 *Mrs Hemlata Rajora (Din :08755020) was appointed as an Additional Woman Director of the Company by the Board on the recommendation of Nomination & Remuneration Committee in their meeting held on 08th June 2020. In accordance with provisions of section 161 of the Companies Act, 2013 and applicable SEBI (LODR) Regulation, 2015, She will hold office upto the date of the Annual General Meeting of the Company.*

Mrs. Hemlata Rajora is not disqualified from being appointed as Directors in terms of Section 164 of the Act. As per the recommendation of Nomination and Remuneration Committee and based on the performance evaluation, the Board is considering the regularization of appointment of Mrs. Hemlata Rajora (DIN: 08755020) from Additional Woman Director to Woman Director of the Company for a period of five years w.e.f. 28.09.2020.

In the opinion of the Board, Mrs Hemlata Rajora fulfills the conditions required to be fulfilled for being appointed as an Woman Director of the Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

The Board places the above resolution before the Members for their approval as being the Ordinary Resolution.



**ANNEXURE TO THE NOTICE DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
(IN PURSUANCE OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015)**

| | |
|--|--|
| Name of the Director | SH NITIN MAHESHWARI |
| Din No | 03459767 |
| Fathers Name | SH HARI KISHAN |
| Date of Birth | 26.07.1985 |
| Date of Appointment | 18.08.2011 |
| Nationally | Indian |
| Educational Qualification | MBA finance |
| Experience & Expertise | Extensive knowledge & experience in the field of Accounts, Finance & logistics |
| Disclosure of relationship between directors inter-se | NIL |
| Chairman/ Member in the committees of Board of other Companies in which he/she is the Director | NIL |
| Shareholding in Company (Number & %) | 100 (0.0%) |

| | |
|--|---|
| Name of the Director | SH SHARAD RATAN |
| Din No | 08719831 |
| Fathers Name | Sh. Ram Ratan |
| Date of Birth | 01.01.1986 |
| Date of Appointment | 16.03.2020 |
| Nationally | Indian |
| Educational Qualification | B.Com (Commerce) |
| Experience & Expertise | Mr. Sharad Ratan aged 35 years holds a Bachelors Degree in Commerce. Mr. Sharad Ratan has vast experience in Logistic and marketing companies which is more than 10 years He has also the marketing exposure in the field of publishing housing |
| Disclosure of relationship between directors inter-se | NIL |
| Chairman/ Member in the committees of Board of other Companies in which he/she is the Director | NIL |
| Shareholding in Company (Number & %) | 0 |

| | |
|--|---|
| Name of the Director | SMT. HEMLATA RAJORA |
| Din No | 08755020 |
| Fathers Name | Sh. Raghbir Singh Rajora |
| Date of Birth | 18/08/1982 |
| Date of Appointment | 08.06.2020 |
| Nationally | Indian |
| Educational Qualification | MBA |
| Experience & Expertise | Mr Hemlata Rajora aged 38 years holds a Degree in Master of business Administration and has vast experience in Journalism and mass communication along Logistic and marketing companies which is more than 10 years |
| Disclosure of relationship between directors inter-se | NIL |
| Chairman/ Member in the committees of Board of other Companies in which he/she is the Director | NIL |
| Shareholding in Company (Number & %) | 0 |



SC AGROTECH LIMITED
(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD.)
30th Annual Report 2019-20

FORM FOR UPDATION OF EMAIL ADDRESS

DATE:

TO,

THE

**M/S SC AGROTECH LIMITED
RZ-1484/28,GF TUGHLAKABD EXTN
NEW DELHI-110019**

SUB: UPDATION OF EMAIL ADDRESS FOR RECEIVING DOCUMENTS IN ELECTRONIC MODE

DEAR SIR,

PLEASE REGISTER MY EMAIL ADDRESS FOR THE PURPOSE OF SENDING 30TH ANNUAL REPORT AND OTHER NOTICES/DOCUMENTS IN ELECTRONIC MODE

**NAME:
EMAIL ID:
FOLIO NO.
DP ID:
CLIENT ID:**

SIGNATURE OF THE FIRST NAMED SHAREHOLDER

NAME: ADDRESS:



SC AGROTECH LIMITED
(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD.)
30th Annual Report 2019-20

SC AGROTECH LIMITED

(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD)
CIN NO- L01122DL1990PLC042207
REGD. ADDRESS RZ-1484/28, G.F, TUGHLAKABAD EXT. NEW DELHI-110019
WEB: WWW. SCAGROTECH.COM, MOB NO.9654056648 EMAIL ID: SHEEL102@GMAIL.COM

=====

ATTENDANCE SLIP

MEMBERS ATTENDING THE MEETING IN PERSON OR BY PROXY ARE REQUESTED TO COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I HEREBY RECORD MY PRESENCE AT THE 30TH ANNUAL GENERAL MEETING OF THE COMPANY AT REGISTERED OFFICE OF THE COMPANY SITUATED AT RZ-1484/28 GF TUGHLAKABD EXTN NEW DELHI AT 10:00 A.M.

| | |
|---|--|
| FULL NAME OF THE SHAREHOLDER/PROXY HOLDER (IN BLOCK LETTERS) | |
| ADDRESS OF THE MEMBER/PROXY HOLDER (IN BLOCK LETTERS) | |
| JOINT HOLDER 1 (IN BLOCK LETTERS) | |
| JOINT HOLDER 2 (IN BLOCK LETTERS) | |
| FOLIO NO./DP ID*/CLIENT ID*: | |
| NO. OF SHARES HELD | |
| SIGNATURE OF MEMBER/PROXY HOLDER | |

I/we certify that I am member/proxy for the member(s) of the Company and hereby record my/our presence at the Thirty Annual General Meeting of the shareholder of SC AGROTECH LIMITED held on 28th September, 2020 at Registered office of the company at 10:00 A.M.

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.



CEO / CFO CERTIFICATE

To

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

C E R T I F I C A T E

I have reviewed the financial results and the cash flow statement of SC AGROTECH LIMITED formerly known as Sheel International Limited for the financial year ended 31 March 2020, and certifies that:

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

Place : New Delhi
Date: 01.08.2020

For SC Agrotech Limited
(Formerly Known as Sheel International Limited)
Sd/-
Amit Sehgal
Chief Financial officer



DIRECTOR'S REPORT

TO

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

Your Directors have Pleasure in Presenting the 30th Annual Report together with audited statement of accounts for the year ended 31st March, 2020.

Financial Performance: -

(Amount in Rs.)

| Particulars | As on 31.03.2020 | As on 31.03.2019 |
|---|------------------|------------------|
| Income | | |
| Revenue from operations (gross) | - | - |
| Other Income | 7210000 | 7201357 |
| Total Revenue | 7210000 | 7201357 |
| Expenses | | |
| Purchase | - | - |
| Employee benefits expense | 1929194 | 2400066 |
| Finance Cost | 3477 | 3803 |
| Depreciation and amortization expenses | 141068 | 141068 |
| Other expenses | 4626643 | 4260514 |
| Total Expenses | 6701102 | 6805451 |
| Profit (loss) before exceptional and extraordinary items and tax | 508898 | 395906 |
| Less: Exceptional Items & Current Tax | | |
| 1. Prior Period Tax Credit | 8045 | 0 |
| 2. Current year tax Exp | 78134 | 75440 |
| Less:-MAT credit entitlement | 0 | (75440) |
| EARLIER YEARS | (16710) | 20510 |
| DEFERRED TAX | (118312) | (124842) |
| Profit/ (loss) after Tax and exceptional Items | 557741 | 500238 |

Change in the Nature of Business, if any

During the year under review, there was no change in the nature of business of the Company.

OPERATIONS AND FUTURE PLANS:

The operations for the year under review show Profit before tax of Rs. 508898 and Profit after tax of Rs 557741.

Public Deposits

During the year under review, your Company has neither invited nor accepted any deposits from the public falling within the ambit of Section 73 of the Act and the Companies (Acceptance of Deposits) Rules, 2014.

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 companies 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. Sharad Ratan | Director | Independent director |
| Smt. Hemlata Rajora | Woman director | Woman Director |

- To re-appointment of Mr. Nitin Maheshwari (Din : 03459767) as whole time director.
- Regularization of additional independent director, Mr. Sharad Ratan by appointing him As independent director of the company.
- Regularization of additional woman director, Mrs. Hemlata rajora by appointing her as Woman director of the company.
Brief resume and other details of the Directors being re-appointed at the ensuing AGM as stipulated under Secretarial Standard-2 issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI (LODR) Regulations, 2015 is separately disclosed in the Notice of the ensuing AGM.

➤ **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 2020 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 has devised proper system to ensure compliance with the provision of all applicable law that such system was adequate and operating effectively.*

DECLARATION FROM INDEPENDENT DIRECTOR

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

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 2020.

The Secretarial Audit report for the financial period ended 31st march, 2020 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 envisages 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.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees, Securities and Investments covered under the provisions of Section 186 of the Act are given in the Notes to the Financial Statements.

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

MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF FINANCIAL YEAR

There are no material changes and commitments noticed by the Board between the end of Financial year of the Company i.e. March 31, 2020 and the date of this report.

GLOBAL HEALTH PANDEMIC FROM COVID-19

The World Health Organization declared a global pandemic of the Novel Corona virus disease (COVID-19) on February 11, 2020. In enforcing social distancing to contain the spread of the disease, our offices and client offices all over the world have been operating with minimal or no staff for extended periods of time. To effectively respond to and manage our operations through this crisis, the Company triggered its business continuity management program, chaired by the Managing Director. In keeping with its employee-safety-first approach, the Company quickly instituted measures to trace all employees and be assured of their well-being. Our teams reacted with speed and efficiency, and quickly leveraged technology to shift the workforce to an entirely new 'work-from-home' model. Proactive preparations were done in our work locations during this transition to ensure our offices and training centers were safe. Travel, immigration and insurance-related challenges faced by our employees were swiftly handled, in line with the guidelines issued by the local authorities. Policy changes related to working from home and IT infrastructure support were rolled out overnight to help our employees shift to this new work paradigm. Continuous communication on the latest updates played a key role in enabling our employees to stay on top of the evolving situation. We have extended support to the employees impacted by this pandemic COVID-19. The Company would implement a phased and safe return-to-work plan as and when lockdown restrictions are relaxed. The Company's focus on liquidity, supported by a strong balance sheet and acceleration in cost optimization initiatives, would help in navigating any Nera-term challenges in the demand environment.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015, the Company has adopted a Vigil Mechanism / Whistle Blower Policy to provide a platform to the Directors and employees of the Company to raise concerns regarding any irregularity, misconduct or unethical matters / dealings within the Company. The same is detailed in the Corporate Governance Report which forms part of this report. The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to ensure the high standards of Corporate Governance and stakeholder responsibility.

LISTING

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) having nation-wide trading terminals. Annual



listing fee for the Financial Year 2019-20 has been paid to BSE Limited.

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 available at Website of the company. www.scagrotech.com

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)

sd/-

Nitin Maheshwari
Executive/Whole Time Director

Place: New Delhi
Date: 01.08.2020

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 2020.

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 31.03.2020
(Pursuant to Section 204(1) of the Company Act, 2013 and rule No.9 of the Companies Act
(Appointment and remuneration personal Rule, 2014)

To,

The Members,
SC Agrotech limited
(Formerly known as Sheel International Ltd)
Sheel International Limited
Regd. Add: RZ-1484/28, GF,
Tughlakabad
Ext.NewDelhi-
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 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 Audit, We hereby report that in my opinion, the company has, during the Audit period covering the financial year ended 31st March 2020 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, 2020 according to the provision of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (regulation Act, 1956 and the rules made there under
- (iii) The Depository Contract Act, 1996 and the Regulation and bye laws framed there under;
- (iv) The following regulation and Guidelines prescribed under the Securities and Exchange Board of India (substantial Acquisition of Shares and takeover) Regulation, 2011
 - (a) The Securities and Exchange Board of India (substantial Acquisition of Shares and takeover)Regulation ,2011:
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992.
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure requirement) Regulation, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guideline, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing and Debt Securities Regulation ,2008
 - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Company Act and dealing with client.
 - (g) The Securities and Exchange Board of India (delisting of Equity Shares)Regulation, 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 of India.
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange
During the period under review the Company has complied with the Provision of the Act, Rules, regulations, guidelines, standards etc. mentioned above subject to the following observations:

I further report that The Board of Director of the Company is duly constituted with proper balance of Executive Directors, , three Independent Directors including One woman Director. The Change in composition of the Board of Director that took place during the period under review were carried out in compliance with the Provisions of the Act.

Adequate Notice is given to all Director to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exist for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting 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 and guidelines.

I further report that during the Audit period the Company has not made any public /Right/ Preferential Issue of shares/Debtenture /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 31.03.2020



SC AGROTECH LIMITED
(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD.)
30th Annual Report 2019-20

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

FOR D MAHARATHI & ASSOCIATES

Place: New Delhi
Date: 01.08.2020
UDIN: A024955B000608186

sd/-
Dillip Maharathi
Company Secretary
M.No 24955
COP 13496



**CORPORATE GOVERNANCE:
REPORT ON CORPORATE GOVERNANCE**
[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Annexure-B

“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 two Independent Directors and 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 2019-20, 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: 24.04.2019, 17.05.2019, 30.05.2019, 14.08.2019, 21.10.2019, 13.11.2020, 21.11.2020, 13.02.2020, 16.03.2020 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 29.09.2019 Y for Yes, N for No. |
|-------------------------|--------------|-------------------------------------|------------------------|--|
| Sh. Nitin Maheshwari | 03459767 | Executive Director / WTD | 9 | Y |
| Sh. Shashi Ranjan Kumar | 08041225 | Woman Director/Independent Director | 9 | N |
| Sh. Sharad Ratan | SHARAD RATAN | Independent Director | 1 | Y |
| Smt. Hemalata Rajora | 08041225 | Independent Director | 0 | N |
| Sh. Upendra Bhadrwaj | NA | Company Secretary | 0 | N |
| Sh. Amit Sehgal | NA | Chief financial officer | 9 | Y |

The Composition and Category of Director as on 31.03.2020 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 2019-20 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 2019-20 is given below:-

| Name of the Members | Designation |
|---------------------|----------------------|
| Nitin Maheshwari | Executive Director |
| Shashi Ranjan Kumar | Independent Director |
| Sharad Ratan | Independent Director |



REMUNERATION COMMITTEE:

Pursuant to the SEBI (Listing Obligation & Disclosure Requirement), Regulation, 2015, set up the Remuneration Committee for the financial year 2019-20 and the total strength of the Remuneration Committee is Three (3) Board has constituted Remuneration committee in the year 2019-20.

| Name of the Members | Designation |
|---------------------|----------------------|
| Nitin Maheshwari | Executive Director |
| Shashi Ranjan kumar | Independent Director |
| Sharad Ratan | 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 2019-20 and the total strength of the Stake Holder Committee is Three. Board has constituted stake holder committee. In the year 2019-20. 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 2019-20 is as follows -

| Type | No of Complaint |
|--|-----------------|
| Complaints received from the shareholder through SEBI and other statutory body | 0 |
| Complain received from shareholder direct to the company | 0 |
| Complaints redressed out of the above | 0 |
| Pending Complaints received as on 31.03.2020 | 0 |

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 |
|----------------------------------|------------|----------|
| Registered office of the company | 28.09.2020 | 10:00 AM |

Financial year ending: - 31.03.2020.

Book closure date: -21st September 2020 to 28th September 2020 (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 :NA

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, NewDelhi-110020

d) Registered Address; RZ-1484/28 Ground floor Tughlakabd Extn NewDelhi-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 :31.03.2020

SC AGROTECH LIMITED

DISTRIBUTION OF 59950000 EQUITY SHARE CAPITAL AS ON :31/03/2020

Nominal Value of Each Share : Rs. 10

| Share or Debenture holding (Rs.) | Number of Shareholders | % to Total Numbers | Share or Debenture holding (Rs.) | % to Total Amount |
|-------------------------------------|------------------------|--------------------|-------------------------------------|-------------------|
| 1 | 2 | 3 | 4 | 5 |
| Up To 5,000 | 17357 | 95.52 | 22725570 | 37.91 |
| 5001 To 10,000 | 537 | 2.96 | 4620500 | 7.71 |
| 10001 To 20,000 | 173 | 0.95 | 2728160 | 4.55 |
| 20001 To 30,000 | 41 | 0.23 | 1039690 | 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 | 18171 | 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 scripts listed and traded.

SHARE HOLDING PATTERN AS ON 31.03.2020

| 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 | | | | | |
| Financial Institutional | 1 | 100 | Nil | 100 | Nil |
| Non Institutional Individual | 18106 | 3602972 | 60.10% | 3044600 | 558372 |
| Body Corporate/HUF/NRI | 55 | 28364 | 0.47% | 12800 | 15564 |
| Total: B | 18162 | 3631436 | 60.57 | 3057500 | 573936 |
| Total A + B | 18162 | 5995000 | 100.00 % | 3057500 | 2937500 |

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

Registrar and Share Transfer Agent

All the work relating to the shares held in the physical form as well as the shares held in the electronic (demat) form is being done at one single point and for this purpose SEBI Registered Category 1 Registrar and Share Transfer Agent (RTA) has been appointed, whose details are given below:

Skyline Financial Services Private Limited _

Tel.: 011-26812682/83, 011-64732681 to 88

D-153/A, Okhla Industrial Area, Phase-I, Email: admin@skylinerta.com

New Delhi-110020, Website: www.skylinerta.com



Management Discussion And Analysis

Over all review, Industry Structure and Development:

The Name of the Company has been change from Sheel International Limited to SC Agrotech Limited w.e.f 26th October, 2015. With new name incorporation certification obtained from the Registrar of Company, NCT New Delhi and accepted by the Board. Since Last several year the production unit of the company in not in operation due to scarecity of funds, hence the management has decided to diversify the business opportunity in other sector i.e agriculture, horticulture etc , This sector gives better opportunity where some value and synergies could be perceived. For the sake of the Government policies in this sector market opportunities for maximization of the stakeholders wealth.

Opportunities and Threat

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

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

Segment wise Performance- N.A

Out Look

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

Internal control System:

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

Human relations

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

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.



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 ended 31st March 2020 as stipulated in Regulation 27 of SEBI LODR, 2015 of the Listing Agreement with the Stock Exchanges.

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

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

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

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

*Place: New Delhi
Date: 29.06.2020*

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

*Sd/-
Manoj Kumar*



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, 2020 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



INDEPENDENT AUDITOR'S REPORT

To,

The Members of
SC Agrotech Ltd,
Tuglakabad Extension,
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, 2020, 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 2020 and its profit for the year ended on that date.



Report on Other Legal and Regulatory Requirements

- 1- As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
- 2- As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and the company does not have any branches from which it is required to obtain proper returns adequate for the purpose of this audit.
 - (c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) The observation or comments by the auditor 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, 2020, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, 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:
 - i. On the basis of written representations received from management as on March 31, 2020, The Company is not involved in any litigations pending as at 31st March 2020 on its financial positions in its financial statements.
 - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Manoj Sangeeta & Associates
Chartered Accountants
FRN:021873N

Place: New Delhi
Date: 29th June, 2020



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, 2020.)

- i. (a) *The company is maintaining proper records showing full particulars, including quantitative details and situation of Fixed Assets.*
 - (b) *The fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and the nature of fixed assets. No material discrepancies were noticed during the year on such physical verification.*
 - (c) *The title deeds of immovable property are held in the name of company.*
- ii. *The para is not applicable as there is no sale and purchase of goods during the year and there is no inventory of goods.*
- iii. *According to information and explanation given to us the Company has neither granted any loan secured or unsecured to companies, firms and LLPs or other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence other Para(a), (b) and (c) of this clause is not applicable.*
- iv. *In respect of Loans, Investments, Guarantees and Security, the provisions of section 185 & 186 of the Companies Act, 2013 has been complied with.*
- v. *The Company has not accepted any deposit during the year within the meaning of Section 73 to Section 76 of the Companies Act, 2013 read with the Rules framed there under, therefore the provisions of the Companies (Auditors Report) order, 2016, are not applicable to the company.*
- vi. *The Central Govt. has not prescribed the maintenance of cost records as per section 148 (1) of the Companies Act 2013 for any of the service rendered/trading business by the company.*
- vii. a) *According to the information and explanation given to us and on the basis of our verification of records of the company, the company is generally regular in depositing with appropriate authorities undisputed applicable statutory dues, including value added tax, Service tax, cess and any other statutory dues applicable to it. According to the information and explanation given to us there are no material undisputed amounts payable in respect of statutory dues which have remained outstanding as on March 31st ,2020 for a period of more than six months from the date from which they became payable.*
b) *According to the records of the company and information and explanation given to us there are no dues of sales tax or wealth tax or duty of customs or duty of excise or value added tax or cess which has not been deposited on the account of dispute with appropriate authorities*
- viii. *According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holder.*
- ix. *The Company has not raised any money through initial public offer (including debt instruments) and no term loan has been taken during the year.*
- x. *There is no any fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.*
- xi. *The company has paid remuneration to directors which are under the limit of section 197 of the Companies Act, 2013.*
- xii. *The clause is not applicable.*
- xiii. *All the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and applicable details have been disclosed in financial statements etc.*
- xiv. *The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.*
- xv. *The company has not entered into non cash transactions with directors or persons connected with him and there are no contraventions to section 192 of the Companies Act, 2013.*
- xvi. *The Company is not required to be registered under section 45-IA of the RBI Act, 1934 and registration procedure is not applicable.*

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

*Place: New Delhi
Date: 29th June, 2020*



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 2020 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 2020, 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.

For Manoj Sangeeta & Associates
Chartered Accountants
FRN:021873N
Place: New Delhi
Date : 29th June, 2020

COMPANY INFORMATION

SCAgrotechLimited (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, 2020 are the Third 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 noncurrent 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, in 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.

b) **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.

c) 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

Deferred tax assets are recognized 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 taxbenefit will be realised. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off therecognised 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

a) 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.

b) 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.

c) 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.

d) 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.

d) 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.

For Manoj Sangeeta & Associates
Chartered Accountants
FRN:021873N

Manoj Kumar
Partner
Place: New Delhi
Date : 29th June, 2020



SC Agrotech Limited

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

BALANCE SHEET AS AT 31.03.2020

(All amount are in indian rupees unless otherwise stated)

| Particulars | Notes | As at 31 March 2020 | As at 31 March 2019 |
|--------------------------------------|-------|------------------------|------------------------|
| ASSETS | | | |
| <u>NON CURRENT ASSETS</u> | | | |
| PROPERTY, PLANT & EQUIPMENT | 3 | 5,784,019 | 5,920,087 |
| OTHER INTANGIBLE ASSETS | 3 | 15,000 | 20,000 |
| FINANCIAL ASSETS | | | |
| - OTHERS | 4 | 370,000 | 370,000 |
| TOTAL NON CURRENT ASSETS | | 6,169,019 | 6,310,087 |
| <u>CURRENT ASSETS</u> | | | |
| FINANCIAL ASSETS | | | |
| - TRADE RECEIVABLES | 5 | 5,172,653 | 4,996,653 |
| - CASH & CASH EQUIVALENTS | 6 | 33,158 | 496,002 |
| - LOANS | 7 | 140,000 | 100,000 |
| CURRENT TAX ASSETS (NET) | 8 | 3,015,120 | 2,373,254 |
| TOTAL CURRENT ASSETS | | 8,360,931 | 7,965,909 |
| TOTAL ASSETS | | 14,529,950 | 14,275,996 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| EQUITY SHARE CAPITAL | 9 | 59,950,000 | 59,950,000 |
| OTHER EQUITY | 10 | (56,340,333) | (56,898,074) |
| | | 3,609,667 | 3,051,926 |
| NON-CURRENT LIABILITIES | | | |
| FINANCIAL LIABILITIES | | | |
| - BORROWINGS | 11 | 3,324,315 | 3,324,315 |
| DEFERRED TAX LIABILITIES (NET) | 12 | 822,514 | 940,826 |
| OTHER NON-CURRENT LIABILITIES | 13 | 1,000,000 | 1,000,000 |
| | | 5,146,829 | 5,265,141 |
| CURRENT LIABILITIES | | | |
| SHORT TERM BORROWINGS | | | |
| FINANCIAL LIABILITIES | 14 | 340,294 | - |
| - TRADE PAYABLES | 15 | 4,789,365 | 5,629,205 |
| - OTHER FINANCIAL LIABILITIES | 16 | 643,795 | 309,214 |
| CURRENT TAX LIABILITIES (NET) | 17 | - | 20,510 |
| TOTAL CURRENT LIABILITIES | | 5,773,454 | 5,958,929 |
| TOTAL EQUITY AND LIABILITIES | | 14,529,950 | 14,275,996 |



SC Agrotech Limited

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

Statement of Profit & Loss for the year ended 31st March, 2020

(All amount are in indian rupees unless otherwise stated)

| Particulars | Notes | Year ended 31 March 2020 | Year ended 31 March 2019 |
|--|-------|-----------------------------|-----------------------------|
| CONTINUING OPERATION INCOME | | | |
| Revenue from operations | 18 | - | - |
| Other income | 19 | 7,210,000 | 7,201,357 |
| Total income | | <u>7,210,000</u> | <u>7,201,357</u> |
| EXPENSES | | | |
| Purchase | | - | - |
| Employee benefit expenses | 20 | 1,929,914 | 2,400,066 |
| Finance costs | 21 | 3,477 | 3,803 |
| Depreciation and amortisation expenses | 3 | 141,068 | 141,068 |
| Other expenses | 22 | 4,626,643 | 4,260,514 |
| Total expenses | | <u>6,701,102</u> | <u>6,805,451</u> |
| Profit before tax from continuing operation | | 508,898 | 395,906 |
| Prior period items | | 8,045 | - |
| Profit before tax | | <u>500,853</u> | <u>395,906</u> |
| Tax expenses: | | | |
| Current tax | | 78,134 | 75,440 |
| Less:- MAT Credit Entitlement | | - | (75,440) |
| Earlier years | | (16,710) | 20,510 |
| Deferred tax | | (118,312) | (124,842) |
| Profit for the year from continuing operations | | 557,741 | 500,238 |
| 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 | | 557,741 | 500,238 |
| Earnings Per Share | | | |
| -Basic | | 0.09 | 0.08 |
| -Diluted | | 0.09 | 0.08 |



SC Agrotech Limited

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

Cash Flow Statement for the year ending 31st March, 2020

(All amount are in indian rupees unless otherwise stated)

| Particulars | Year ended 31 March 2020 | Year ended 31 March 2019 |
|---|-----------------------------|-----------------------------|
| A. Cash flow from operating activities: | | |
| Profit before tax | 500,853 | 395,906 |
| Adjustments for: | | |
| Depreciation and amortisation expenses | 141,068 | 141,068 |
| prior period tax | 16,710 | (20,510) |
| Interest income | - | (1,357) |
| Franchisee Fees | (7,200,000) | (7,200,000) |
| Rental Income | (10,000) | - |
| Operating profit before working capital changes | (6,551,369) | (6,684,893) |
| Adjustments for changes in working capital : | | |
| - Movement in trade receivables | (176,000) | 4,222,027 |
| - Movement in other receivables | (40,000) | (73,000) |
| - Movement in inventories | - | - |
| - Movement in trade & other payables | (185,475) | (4,303,810) |
| Cash generated from operations | (6,952,844) | (6,839,675) |
| Income tax paid (net of refund) | (720,000) | (720,000) |
| Net cash generated from operating activities | (7,672,844) | (7,559,675) |
| B. Cash flow from investing activities: | | |
| Franchisee Fees | 7,200,000 | 7,200,000 |
| Interest received | - | 1,357 |
| Rent received | 10,000 | - |
| Net cash used in investing activities | 7,210,000 | 7,201,357 |
| 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 | (462,844) | 441,682 |
| Cash and cash equivalents at the beginning of the year | 496,002 | 54,320 |
| Cash and cash equivalents at the end of the year | 33,158 | 496,002 |



SC Agrotech Limited

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

Statement of Changes in Equity for the year ended March, 2020

a. Equity Share Capital

| | Amount (Rs.) |
|---|-------------------|
| Balance as at 01.04.2019 | 59,950,000 |
| Changes in equity share capital during the year | - |
| Balance as at 31.03.2020 | <u>59,950,000</u> |
| Changes in equity share capital during the year | - |
| Balance as at 31.03.2020 | 59,950,000 |

b. Other Equity

| | Attributable to equity shareholders of the company |
|--|--|
| | Reserves & Surplus |
| | Retained Earnings |
| Balance as at 01.04.2019 | (56,898,807) |
| Profit for the year | 557,741 |
| Items of OCI for the year, net of tax | - |
| Total Comprehensive income for the year | <u>557,741</u> |
| Transfer from Retained Earnings | - |
| Balance as at 31.03.2020 | <u>(56,341,066)</u> |

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



4 OTHER FINANCIAL ASSETS

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|--------------------|------------------------|------------------------|
| NON CURRENT | | |
| Security deposits | 370,000 | 370,000 |
| Total | 370,000 | 370,000 |

5 TRADE RECEIVABLES

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|--|------------------------|------------------------|
| considered good | 1,152,000 | 4,996,653 |
| considered doubtful | 4,020,653 | - |
| | 5,172,653 | 4,996,653 |
| Less : Allowances for bad and doubtful debts | - | - |
| | 5,172,653 | 4,996,653 |

6 CASH AND CASH EQUIVALENTS

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|----------------------------------|---------------------|---------------------|
| Cash and cash equivalents | | |
| Cash on hand | 33,158 | 242,465 |
| Balances with banks | | |
| - on current accounts | - | 253,537 |
| | 33,158 | 496,002 |
| Total | 33,158 | 496,002 |

7 FINANCIAL ASSET

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|---------------------|---------------------|---------------------|
| CURRENT | | |
| Deposit as security | 125,000 | 100,000 |
| Loans to others | 15,000 | - |
| Total | 140,000 | 100,000 |

8 CURRENT TAX ASSETS (NET)

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|-----------------------------------|---------------------|---------------------|
| Deposits with Revenue authorities | 3,093,254 | 2,448,694 |
| Less: Provision for Income tax | 78,134 | 75,440 |
| | 3,015,120 | 2,373,254 |



SC AGROTECH LIMITED
(FORMERLY KNOWN AS SHEEL INTERNATIONAL LTD.)
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11 FINANCIAL LIABILITIES

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|-------------------|------------------------|------------------------|
| BORROWINGS | | |
| Unsecured | - | - |
| From Others | 3,324,315 | 3,324,315 |
| Total | 3,324,315 | 3,324,315 |

12 DEFERRED TAX LIABILITIES (NET)

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|--|------------------------|------------------------|
| Deferred tax liability | | |
| Fixed assets: Impact of difference between tax depreciation and depreciation charged in the books. | 822,514 | 940,826 |
| Deferred tax liability | 822,514 | 940,826 |

13 OTHER NON CURRENT LIABILITIES

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|---------------------|------------------------|------------------------|
| Security / deposits | 1,000,000 | 1,000,000 |
| Total | 1,000,000 | 1,000,000 |



14 SHORT TERM BORROWINGS

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|------------------|------------------------|------------------------|
| Secured | | |
| Unsecured | | |
| from banks | 340,294 | |
| Total | <u>340,294</u> | <u>-</u> |

15 TRADE PAYABLES

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|--|------------------------|------------------------|
| Due to Micro, Small and Medium Enterprises * | - | - |
| Others | 4,789,365 | 5,629,205 |
| Less Provision for impairment | - | |
| Total | <u>4,789,365</u> | <u>5,629,205</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.

16 OTHER FINANCIAL LIABILITIES

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|------------------------|------------------------|------------------------|
| CURRENT | | |
| Statutory dues payable | 139,695 | 85,047 |
| Expenses Payable | 504,100 | 224,167 |
| Total | <u>643,795</u> | <u>309,214</u> |

17 CURRENT TAX LIABILITIES (NET)

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|--------------|------------------------|------------------------|
| Provisions | - | 20,510 |
| Total | <u>-</u> | <u>20,510</u> |



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

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|-------------------------|------------------------|------------------------|
| Revenue from operations | - | - |
| Sale of products | - | - |
| Revenue from operations | <u>-</u> | <u>-</u> |

19 OTHER INCOME

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|-----------------|------------------------|------------------------|
| Interest income | - | 1,357 |
| Franchisee fee | 7,200,000 | 7,200,000 |
| Rent received | 10,000 | - |
| Total | <u>7,210,000</u> | <u>7,201,357</u> |

20 EMPLOYEE BENEFIT EXPENSES

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|------------------|------------------------|------------------------|
| Salaries & Wages | 1,784,503 | 2,117,152 |
| Staff Welfare | 145,411 | 282,914 |
| Total | <u>1,929,914</u> | <u>2,400,066</u> |

21 FINANCE COSTS

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|--------------|------------------------|------------------------|
| Bank Charges | 3,477 | 3,803 |
| Total | <u>3,477</u> | <u>3,803</u> |

22 OTHER EXPENSES

| Particulars | As at 31 March 2020 | As at 31 March 2019 |
|--------------------------------|------------------------|------------------------|
| Advertisement & Publicity Exps | 38,060 | 22,816 |
| Audit Fees | 29,900 | 34,900 |
| Business Promotion | 646,150 | 595,806 |
| Conveyance | 364,215 | 275,214 |
| Fees Rates & Taxes | 49,060 | 41,090 |
| Listing Fees | 359,050 | 315,000 |
| AGM Runnig Expenses | 687,580 | 608,120 |
| Postage, Stamps & Courier | 121,296 | 217,857 |
| Printing & Stationery | 894,798 | 378,675 |
| Professional Charges | 632,284 | 393,424 |
| Rent | 240,000 | 180,000 |
| Misc expenses/ write off | 226,180 | 21,676 |
| Telephone & Web Exps. | 68,728 | 163,141 |
| Tour & Travelling Expenses | 269,343 | 353,540 |
| Rebate and discount | - | 659,256 |
| Total | <u>4,626,643</u> | <u>4,260,514</u> |



SC Agrotech Limited
Notes to the Financial Statements for the year ended 31st March 2020

23 Income tax expense

| Particulars | Period ended Mar 31, 2020 | Period ended Mar 31, 2019 |
|--|------------------------------|------------------------------|
| (a) Income tax expense recognised in profit or loss | | |
| <i>Current tax</i> | | |
| Current tax on profits for the year | - | - |
| Total current tax expense | - | - |
| <i>Deferred tax</i> | | |
| Timing difference on PPE | (118,312) | (124,842) |
| Total deferred tax expense / (benefit) | 0 | 0 |
| Total income tax expense recognised in profit or loss | (118,312) | (124,842) |
| (b) Income tax expense recognised in other comprehensive income | | |
| <i>Current tax</i> | | |
| | - | - |
| | - | - |
| <i>Deferred tax - expense / (benefit)</i> | | |
| | - | - |
| Total deferred tax expense/(benefit) | - | - |
| | - | - |
| Total income tax benefit recognised in other comprehensive income | - | - |

(c) Numerical reconciliation of income tax expense to prima facie tax payable:

| Particulars | Period ended Mar 31, 2020 | Period ended Mar 31, 2019 |
|--|------------------------------|------------------------------|
| Profit before income tax expense | 500,853 | 395,906 |
| Taxable profit | | |
| Computed income tax at the rate of 22.88% (31st March 2019 – 26%) | 114,595 | 90,583 |
| Adjustments: | | |
| Tax Losses for which no deferred income tax was recognised | 181,352 | 395,906 |
| Opening difference in FA WDV | 0.00 | 0.00 |
| Total income tax expense | 0.00 | 0.00 |

24 Deferred tax assets/liabilities

| Particulars | Property, plant & equipment | Total |
|---|--------------------------------|----------------|
| <i>Movement in deferred tax (assets)/ liabilities</i> | | |
| At 1st April 2019 | 940,826 | 940,826 |
| <i>Charged/(credited):</i> | | |
| - to profit or loss | 118,312 | 118,312 |
| - to other comprehensive income | - | - |
| At 31st March 2020 | 822,514 | 822,514 |



SC Agrotech Limited
Notes to the Financial Statements for the year ended 31st March 2020

25 Fair value measurements

Financial instruments by category

| Particulars | 31st March 2020 | | | 31st March 2019 | | |
|------------------------------------|-----------------|-------|------------------|-----------------|-------|------------------|
| | FVPL | FVOCI | Amortised cost | FVPL | FVOCI | Amortised cost |
| Financial assets | | | | | | |
| Investments | | | 5,172,653 | | | 4,996,653 |
| Cash and cash equivalents | - | - | 33,158 | - | - | 496,002 |
| Loan | | | 140,000 | | | 100,000 |
| other financial assets | | | - | | | 0.00 |
| Total financial assets | - | - | 5,345,811 | - | - | 5,592,655 |
| Financial liabilities | | | | | | |
| Borrowings | - | - | 3,664,609 | - | - | 3,324,315 |
| Trade Payable | | | 4,789,365 | | | 5,629,205 |
| Other financial liabilities | - | - | 643,795 | - | - | 309,214 |
| Total financial liabilities | - | - | 9,097,769 | - | - | 9,262,734 |

a) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

b) Inter head transfer

There have been no transfers from one level to another during the respective periods presented above.

c) Fair Value of financial assets and liabilities measured at amortised cost and valuation technique used

Fair value of financial assets and liabilities at amortised cost approximate to their carrying amounts considering maturities / nature of the instruments. Investment in subsidiary company's have been carried at deemed cost on the date of transition.



SC Agrotech Limited
Notes to the Financial Statements for the year ended 31st March 2020

26 Capital management
Risk management

The Company's objectives when managing capital are to:

- safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through a mixture of equity and borrowings.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to shareholders, return of capital to shareholders, issue new shares or sell assets to reduce debt.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investors, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The Company is not subject to any externally imposed capital requirements.

The amount mentioned under total equity in balance sheet is considered as Capital.

27 Financial risk management

The Company's activities expose it in limited manner, to credit risk exposure and liquidity risk. As company has borrowings with fixed rate of interest, it is not exposed to market risk.

(A) Credit Risk

Credit risk is a risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is mainly cash and cash equivalents measured at amortised cost and loan given. None of the Company's cash equivalents with banks & Loans were past due or impaired as on the reporting date.

(B) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. This is generally performed in accordance with practice and limits set by the Company.

(ii) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

| Contractual maturities of financial liabilities 31 March 2020 | Less than 1 year | 1 - 3 years | 3 - 5 years | More than 5 years | Total |
|---|------------------|-------------|-------------|-------------------|------------------|
| Borrowings | 3,664,609 | | | | 3,664,609 |
| Interest payable on above borrowings | 4,789,365 | | | | 4,789,365 |
| Trade payables | 643,795 | | | | 643,795 |
| Total financial liabilities | 9,097,769 | - | - | - | 9,097,769 |
| Contractual maturities of financial liabilities 31 March 2019 | Less than 1 year | 1 - 3 years | 3 - 5 years | More than 5 years | Total |
| Borrowings | 3,324,315 | | | | 3,324,315 |
| Interest payable on above borrowings | 5,629,205 | | | | 5,629,205 |
| Trade payables | 309,214 | | | | 309,214 |
| Total financial liabilities | 9,262,734 | - | - | - | 9,262,734 |



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 PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS | | | | | | | |
|---|------------------------|-----------------------------------|---------------------------|-----------------------------|------------------------|---------------------------|---------------------------|
| PARTICULARS | Depreciation | | | | | Value AS ON 31.03.2020 | Value AS ON 31.03.2019 |
| | Value AS ON 01.04.2019 | Closing value as on 31.03.2020 | Value AS ON 01.04.2019 | Depreciation for 2019-20 | Value as on 31.03.2020 | | |
| PROPERTY PLANT & EQUIPMENT | | | | | | | |
| Owner Occupied property | | | | | | | |
| Land | 1,477,936.00 | 1,477,936.00 | - | - | - | 1,477,936.00 | 1,477,936.00 |
| Flat | | | | | | | |
| Factory Building | 4,714,287.00 | 4,714,287.00 | 272,136.00 | 136,068.00 | 408,204.00 | 4,306,083.00 | 4,442,151.00 |
| | 6,192,223.00 | 6,192,223.00 | 272,136.00 | 136,068.00 | 408,204.00 | 5,784,019.00 | 5,920,087.00 |
| INTANGIBLE ASSETS | | | | | | | |
| Trade Mark | 30,000.00 | 30,000.00 | 10,000.00 | 5,000.00 | 15,000.00 | 15,000.00 | 20,000.00 |
| | 30,000.00 | 30,000.00 | 10,000.00 | 5,000.00 | 15,000.00 | 15,000.00 | 20,000.00 |
| TOTAL | 6,222,223.00 | 6,222,223.00 | 282,136.00 | 141,068.00 | 423,204.00 | 5,799,019.00 | 5,940,087.00 |

SC Agrotech Limited
ASSESSMENT YEAR : 2020-20
PREVIOUS YEAR : 2019-19

| PARTICULARS | WDV AS ON 01.04.2019 | TOTAL AS ON 31.03.2020 | DEP. RATE (%) | DEPRECIATION FOR THE YEAR | WDV AS ON 31.03.2020 |
|--------------------------|----------------------|---------------------------|------------------|------------------------------|-------------------------|
| TANGIBLE ASSETS | | | | | |
| OFFICE BUILDING | - | - | 0% | - | - |
| FACTORY BUILDING | 782,704.00 | 782,704.00 | 10% | 78,270.00 | 704,434.00 |
| FURNITURE & FIXTURE | 16,202.00 | 16,202.00 | 10% | 1,620.00 | 14,582.00 |
| LAND | 1,477,936.00 | 1,477,936.00 | 0% | - | 1,477,936.00 |
| INTANGIBLE ASSETS | | | | | |
| TRADE MARK | 9,551.00 | 9,551.00 | 25% | 2,388.00 | 7,163.00 |
| | 2,286,393.00 | 2,286,393.00 | | 82,278.00 | 2,204,115.00 |



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..... hereby record my presence at
The 30TH ANNUAL GENERAL MEETING of the Company at to be held on Monday, 28th September, 2020 at Regd office of the company at 10:00 AM

Electronic Voting particular

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

.....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 28thSeptember, 2020 at Regd. office of the company at 10:00 AM and at any adjournment thereof in respect such resolution as are indicated below:

Ordinary Business

1. **ADOPTION OF ANNUAL ACCOUNTS AND AUDIT REPORTS FOR THE YEAR ENDED 31.03.2020**

Special Business

1. **TO RE-APPOINTMENT OF MR. NITIN MAHESHWARI (DIN : 03459767) AS WHOLE TIME DIRECTOR**
2. **REGULARISATION OF ADDITIONAL INDEPENDENT DIRECTOR, MR. SHARAD RATAN**
3. **REGULARISATION OF ADDITIONAL WOMAN DIRECTOR, MRS. HEMLATA RAJORA**

Signed this.....day of.....2020
Signature of Shareholder
Signature of Proxy holder(S)

**AFFIX
REVENUE
STAMP**

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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