

27th Annual Report 2016-17



SC AGROTECH LIMITED
(Previously Known as Sheel International Ltd)



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

Company Information:

Board of Directors

: Sh. Nitin Maheshwari-
: Sh. Rahul Kumar
: Sh. Mahesh Chandra Acharya
: Sh. Anil Kumar
: Ms. Nayadita Sharma

Executive Director
Director- Resigned on 01.03.17
Independent Director
Independent Director
Independent /Woman Director

Company Secretary Cum Compliance officer : Sh. Ajay Rawat

Statutory Auditor

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

Regd. Address

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

Contact Details

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

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NOTICE

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

ORDINARY BUSINESS:

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

SPECIAL BUSINESS:

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

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

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

Registered Office :

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

By Order of the Board of Directors

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

NOTES:-

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



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- 8 All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered office/ Branch office of Company on all working days between 10.00 am to 4:30 P.M upto the date of 27th Annual General Meeting.
- 9 The Company has entered into agreement with national Securities Depository Ltd (NSDL) and Central Depository Service (India) Ltd. (CDSL) for the dematerialization of securities. The Shareholder can have their shares dematerialised through depositories.
(Members desiring to have their shares in dematerialised form may send their share certificate through their depository participants, to the Registrar & Share Transfer Agent of the Company M/s Skyline Financial Services Pvt. Ltd D-153/A, 1st floor Okhla Industrial Area, Phase-1, New Delhi-110020 Tel No. 011-26812682,83).
- 10 Individual members holding Shares in physical form on their own behalf singly or jointly can make nomination for their holding. The nomination form will be made available on request. The members holding shares in dematerialized form may contact their depository Participants for recording of the nomination for their holding. Members Holding Shares in the same (S) under different folio(s) are requested to apply for consolidation of such folios by sending relevant share certificates.
- 11 Members holding the shares in physical form are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of Address and Bank particular should be given to their respective Depository Participant.
- 12 The Ministry of Corporate Affairs(MCA) Has Taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by the Companies vide Circular dated 21st April 2011. Accordingly the Service of documents made through electronic mode will be deemed as sufficient compliance for the purpose of section 20 of the Companies Act 2013.
- 13 To support the Green Initiative of the Government, it is proposed to send all shareholders communications including Notices, Annual Reports and other communications through Email. For above purpose, we request you to send Email confirmation to our Registrar & Transfer Agent(RTA) mentioning your name, DP/customer ID of Folio number and your Email id of or communication and also inform any Change in the Email Addresses.

Voting Process

Voting through Electronic Means

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



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

(i). Launch internet browser by typing the following: <https://www.evoting.nsdl.com>

(ii) Click on Shareholder –Login

(iii) Put user ID and Password as initial password/ PIN noted in step (i) above .Click login.

(iv) Password change menu appears . Change the password/Pin with The new password of your choice with minimum 8 digit / Characters or combination thereof. Note new password . It is strongly recommended not to share your password with any other person and take at most care to keep your password confidential.

(V) Home page of remote e-voting opens. Click on remote e-voting:Active Voting Cycles.

(vii) Select “REVEN” of SC AGROTECH LIMITED

(Vii) Now you are ready for remote e-voting as Cast vote Page opens.

(ix) cast your vote by selecting appropriate option and click on ‘Submit’ and also ‘Confirm’ when prompted.

(x) Upon confirmation, the message ‘Vote cast successfully’ will be displayed.

(xi) Institutional share holder (i.e. other than Individual, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant Board Resolution /Authority letter etc .together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sheelscrutinizer@gmail.com or with a copy marked to e-voting @nsdl.co.in **B.**In case member receives physical copy of the Notice of AGM (for member whose email IDs are not registered with company Depository Participants(s) or requesting copy):

(i) Initial Password is provided s below/at the bottom of the Attendance Slip or the AGM:

REVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN:
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(ii) Please follow all steps from Sl.No. (ii) to Sl.No. (xi) Above, to cast vote.

(iii) In case of any queries, you may refer the frequently Asked Questions(FAQs) for members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com.

(iv) If you are ready registered with NSDL for remote e-voting then you can use your existing user ID and password /PIN for casting your vote.

(v) You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication.

(vi) The Voting rights of the members shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off date 22th September, 2017

(vii) Any person , who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut off date i.e 22nd September 2017 may obtain the login ID and password by sending a request at e-voting @nsdl.co.in.however, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password for casting your vote. If you forgot your password, you can reset you password by using “ forgot user details /Password” option available on www.nsdl.com.

(viii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of E voting as well as voting at the AGM through ballot paper.

(ix) M/s. Sanjiv Nigam and associate, a Practicing Company Secretary (Membership No- 23593 & COP No8458) has been appointed as the scrutinizer of the Voting and remote e-voting process in a fair and transparent manner.

(x) The Scrutinizer shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the total votes cast in favour or against , if any , to the Chairman or person authorised by him in writing, who shall countersign the same and declare the result of the Voting forthwith.

(xi) All documents referred to in the accompanying Notice and the Explanatory Statement Shall be open for inspection at the registered office of the Company during normal Business hours on all working days except Sunday, up to and including the date of the Annual general Meeting of the Company.

Registered Office :

RZ-1484/28,GF,,
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)



*SC Agrotech Limited
(Formerly Known as Sheel International Ltd.)
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EXPLANATORY STATEMENT

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

Item No4:

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

The Board recommended the resolution for your approval.

None of the Director is interested in said resolution.

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



SC Agrotech Limited
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DIRECTOR'S REPORT

TO THE MEMBERS
SC AGROTECH LIMITED

(Formerly known as Sheel international Ltd)

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

Financial Performance:-

(Amount in Rs.)

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

OPERATIONS AND FUTURE PLANS :

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

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

TRADEMARK-BILONA:

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

DIVIDEND :

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

Share Capital:

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



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DIRECTORS / Company Secretary:

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

DIRECTORS' RESPONSIBILITY STATEMENT:

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

Your Directors have pleasure to State:

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

SECRETARIAL AUDIT REPORT

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

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

FIXED DEPOSITS:

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

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

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



CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE:

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

LISTING AGREEMENTS REQUIREMENTS:

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

STATUTORY DISCLOSURE AND PARTICULARS OF THE EMPLOYEES:

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

AUDITORS :

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

ACKNOWLEDGEMENT:

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

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

Date: 29.05.2017
Place: New Delhi

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

ANNEXURE TO THE DIRECTOR'S REPORT

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

1. CONSERVATION OF ENERGY:

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

2. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION

The operation of the Company has been suspended since 1998 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.



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SECRETARIAL AUDIT REPORT (MR-3)

Annexure-I

FOR THE FINANCIAL YEAR ENDED 31.03.2017

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

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

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

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

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

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

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

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