



# SC AGROTECH LIMITED

(FORMERLY KNOWN AS: SHEEL INTERNATIONAL LTD.)

CIN No. : L01122DL1990PLC042207

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

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

Ph : 011-65699900, Fax : 011-29993450

Date: 04/10/2016

To,

Listing Department/Department of Corporate relations  
BSE Limited  
PJ Towers  
Mumbai-400001  
Scrip Code: 526081

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

Pursuant to the provisions of Regulations 34(1) of SEBI (LODR) Regulation, 2015 We are enclosing soft copy of Annual report for the period 2015-16, being approved and adopted in the ensuing Annual General Meeting held on 30<sup>th</sup> September, 2016 ,

This is for your information and record.

Thanking You

FOR SC Agrotech Limited

(Formerly known as Sheel International Ltd)

  
Nitin Maheshwari  
Executive Director  
Din: 03459767



Encl: Soft copy of Annual Report 2015-16

# **26th Annual Report 2015-16**



***SC AGROTECH LIMITED***

*(Formerly known as Sheel International Limited)*



**SC Agrotech Limited**  
**(Formerly Known as Sheel Inetrnational Ltd.)**  
**26<sup>th</sup> Annual Report 2015-16**

**Company Information:**

<b>Board of Directors</b>	<b>: Sh. Nitin Maheshwari-</b>	<b>Executive Director</b>
	<b>: Sh. Rahul Kumar</b>	<b>Director</b>
	<b>: Sh. Mahesh Chandra Acharya</b>	<b>Independent Director</b>
	<b>: Sh. Anil Kumar</b>	<b>Independent Director</b>
	<b>: Ms. Nayadita Sharma</b>	<b>Independent /Woman Director</b>

**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](mailto:sheel102@gmail.com), Ph: 011-65699900,**  
**Website: [www.scaagrotech.com](http://www.scaagrotech.com), email: [Info@scaagrotech.com](mailto:Info@scaagrotech.com)**

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## **NOTICE**

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of SC Agrotech Limited (formerly Known as Sheel International Limited) will be held on Friday, 30th day of September, 2016 at Community Hall, Pracheen Shiv Mandir, Jallan Muhalla, Tughlakabad, New Delhi- 110044 at 11.00 A.M to transact the following business.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2016 and Statement of Profit & Loss A/c for the year ended 31<sup>st</sup> March 2016 on that date together with reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Rahul Kumar, (DIN -05326975) who retires by rotation and being eligible offers himself for reappointment.
3. To re-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. Appointment of Mr. Anil Kumar as an Independent director:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Pursuant to the provision of Section 149, 152 and other applicable provision if any of the Company Act, 2013 as amended from time to time Mr. Anil Kumar (DIN -07215544), has been appointment as independent Director of the Company for the period of 5 years w.e.f 9<sup>th</sup> February, 2016 up 8<sup>th</sup> February, 2021.”

#### **5. Appointment of Sh. Ajay Rawat Company Secretary, as whole time employment in the Board:**

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

“RESOLVED THAT pursuant to the provisions of Section 203, 205 (appointment and remuneration of managerial person) and other applicable provision (including any modification or re-enactment thereof) if any of the companies act, 2013 the consent of the Board of Directors be and is hereby appointed Sh. Ajay Rawat (M.No- F8226) holding the prescribed qualification under section 2(24) of the Company Act, 2013 read with the Company appointment and remuneration rules 2014 as whole time company secretary of the company w.e.f 1<sup>st</sup> December, 2015.

#### **6. To Confirm the Resignation of Mr. Madan Chandra Das from the Directorship the Board.**

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

“RESOLVED THAT Mr. Madan Chand Das has intended to give their resignation form the Directorship of the Company and the same has been accepted by the Board. The Board of Director discuss the Contribution rendered by Mr. Madan Chandra Das for the highest growth of the company and reluctantly accepted his resignation of Mr. Madam Chandra Das from the Directorship of the Company wef February 9<sup>th</sup>, 2016.

#### **7. To Confirm the Change of Name of the Company from Sheel International Limited to SC Agrotech Ltd.**

“RESOLVED THAT pursuant to section 16(2) of the Company Act, 2013 and other applicable provision if any of the Company Act, and name of the company has been change from Sheel International Limited to SC Agrotech Limited and the change of name has been confirm by Registrar of Company NCT Delhi vide issue a certificate of Incorporation in pursuant to change of Name dated **26<sup>th</sup> October, 2015** and the same has been place before the board for their acceptance.



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**RESOLVED FURTEHR THAT** the name change does not effect the business activities of the company as specified in the Main Object of the Memorandum of Association.”

**Registered Office :**  
RZ-1484/28,GF,,  
Tughalakabad Ext.  
New Delhi-110019  
Date 25.05.2016

**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 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 the 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 23<sup>rd</sup> day of September, 2016 to 30<sup>th</sup> day of September, 2016(both days inclusive).
6. Members/ proxies should bring the admission slip duly filed in attending the Meeting along with their copy of the report and financial statement.
7. Shareholders seeking any information with regard to accounts requested to write to the Company at least ten days in advance so as to enable the Company to keep the Information ready.
8. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered office of Company on all working days between 10.00 am to 4:30 P.M upto the date 26<sup>th</sup> 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 dematerlised through depositories.  
(Members desiring to have their share in dematerlised from 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, 1<sup>st</sup> floor Okhla Industrial Area, Phase-1, New Delhi-110020 Tel No. 011-26812682,83).
10. Individual member holding Shares in physical form on their own behalf singly or jointly can maker 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 particular to the R & T Agent of the Company. In case shares held in dematerlized form, the information regarding change of Address and Bank particular should be given to their respective Depository Participant.
12. The Ministry Corporate Affairs(MCA) Has Taken a 'Green Initiative in the Corporate Governance" by Allowing paperless compliance by the Companies vide Circular dated 21<sup>st</sup> 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 or communication 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 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 26<sup>th</sup> September, 2016(10.00 AM) and ends on 29<sup>th</sup> September 2016(5.00pm). During this period members of the Company, holding shares either in physical form in dematerlized form, as on the cut-off date of 23<sup>th</sup> September, 2016, 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 member attending 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:
  - A. In case a Member receives an email from NSDL( for member whose email IDs are registered with the Company/ DepositoryParticipant(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 almost 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]:



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- (i) Initial Password is provided s below/at the bottom of the Attendance Slip or the AGM:  
**REVEN (Remote e-voting Event Number)                      USER ID                      PASSWORD/PIN:** \_\_\_\_\_
- (ii) Please follow all steps from SI.No. (ii) to SI.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](http://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 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 shares capital of the Company as on the cut-off date 23th September, 2016
- (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 23<sup>rd</sup> September 2016 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](http://www.nSDL.com).
- (viii) A person whose name is recorded in the registered 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 voting cast 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)



**EXPLANATORY STATEMENT**

The Following Explanatory Statement pursuant to Section 102 of the Company Act, 2013("Act) set all material Facts relating to the Business mention at Item No 4 , 5 & 6 of the accompanying notice:

**Item No 4 :**

*In pursuant of Regulation 27 under SEBI( Listing Obligation & Disclosuer requirement ) Regulation 2015 of the Listing agreement with the Stock Exchange Appointed Sh. Anil Kumar Appointed as Independent Director under the provision of Section 149(4) which has come in to force with effect from 1st April 2014 every listed company is required to have at least one third of total number of Director of the Company as Independent Director and further section 149(10) of the Company Act, 2013 provides that an Independent Director shall hold office for the term up to five Consecutive years on the Board of the Company who is not liable to retire by rotation pursuant to Section 149(13) of the Company Act, 2013 read with the Section 152 of the Company Act, 2013. Mr. Anil Kumar they have shown their interest to appointed as additional Director in the capacity of Independent Director on 9<sup>th</sup> February , 2016 under the prescribed and recommended for your approval for regularize as Independent Director in the board at this ensuring AGM for the period of five years with effect from the period 9<sup>th</sup> February, 2016.*

*The Board recommended the resolution for your approval.*

*Non of the Director is interested in said resolution.*

**Item No 5 :**

*In pursuant of section 203, 205 (appointment and remuneration of managerial person) and other applicable provision of the company act, 2013, Mr. Ajay Rawat, a qualified company secretary holding their membership No F-8226 be and is hereby appointed as Whole time company secretary in the board w.e.f 1<sup>st</sup> December, 2015.*

*The Board recommended the resolution for your approval.*

*Non of the Director is interested in said resolution.*

**Item No 6:**

*Sh. Madam Chand Das has been resigne from the board w.e.f 9<sup>th</sup> February, 2016 and board has discuss their contribution render to the company since their appointment accepted their resignation. Inplace of their resignation Sh. Anil Kumar has been appointed as independent Director in the board with the same effect and their appointment has been confirm and approved by the the board.*

*The Board recommended the resolution for you approval.*

*Non 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.***





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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 26<sup>th</sup> Annual Report together with audited statement of accounts for the year ended 31<sup>st</sup> March, 2016.

**Financial Performance:-**

(Amount in Rs.)

particulars	As on 31.03.2016	As on 31.03.2015
<b>Income</b>		
Revenue from operations (gross)	10899500	14694840
Other Income	5443463	5415347
<b>Total Revenue</b>	<b>16342963</b>	<b>20110187</b>
<b>Expenses</b>		
Purchase	11492800	15967224
Employee benefits expense	2492500	2154047
Finance Cost	2086	2403
Depreciation and amortization expenses	144995	144995
Other expenses	1828140	1539741
<b>Total Expenses</b>	<b>15960521</b>	<b>19808410</b>
<b>Profit (loss) before exceptional and extraordinary items and tax</b>	<b>382442</b>	<b>301777</b>
<b>Less: Exceptional Items &amp; Current Tax</b>		
1. Prior Period Tax Credit	(84030)	Nil
2. Current year tax Exp	(138756)	93249
<b>Total Exceptional Items &amp; Current year Tax</b>	<b>(222786)</b>	<b>93249</b>
<b>Profit/(loss) after Tax and exceptional Items</b>	<b>605227</b>	<b>208528</b>

**OPERATIONS AND FUTURE PLANS :**

The operations for the year under review show Profit before tax of Rs. 3.82 Lacs.

The Operation of plant of the company has been stopped since 1998 due to scarcity of fund. The future planning under review to diversify its business in trading of agriculture and horticulture sector and also board has proposed its name of the company.

**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 someone else. 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 particular brand therefor 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 of the company not earn much more profit and its huge loss occurred since last several year company is not in the position is to distribute Dividend to its shareholder.

**CHANGE IN NAME:**

The Name of the Company has been changed from Sheel International Limited to SC Agrotech Ltd w.e.f 26<sup>th</sup> October, 2015 and the said effect has been taken place with the Bombay Stock Exchange where equity is traded under the security code ID SCAGRO.

**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 and read with Section 152 of the Company Act, 2013 Mr. Rahul Kumar, retire by rotation at the ensuring Annual General Meeting and being eligible offer themselves for re-appointment. The board recommended their re-appointment.*
- *In Pursuant to the Provision of Section 149 & 152 and all other applicable provisions of the Company Act, 2013 Sh. Anil Kumar (DIN 07215544) has been appointed as an Independent Director of the Company for the period of Five year W.e.f 09<sup>th</sup> Feb, 2016 for the period of five years and shall not be liable to retire by rotation.*
- *Sh. Madan Chandra Das who has been retired from the Position of Directorship of the Company W.e.f 09<sup>th</sup> February, 2016.*
- *Sh. Ajay Rawant holding membership No F8226 from the Institute of Company Secretary of India, has been appointed as Whole Time Company Secretary in the Board w.e.f 1<sup>st</sup> December, 2015 and their appointment has been confirm by the Board.*
- *In pursuant to the provisions of Section 149(1) and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Miss Nayadita Sharma (DIN : 07156814), be and is hereby appointed as Director in the Category of Women Director with effect from 01/04/2015.*

**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 2016 the applicable accounting standards has been followed along with proper explanations if any relating to material departure;*
- ii) *That the Directors had 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 loss of the Company for the year under review.*
- iii) *That the Directors had 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 had prepared the annual accounts ongoing concern basis.*
- v) *That the Director , in the case of a Listed Company, had 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 had advised 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 mangerail 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 2015-16 (15 months).*

*The Secretarial Audit report to the financial period ended 31<sup>st</sup> march, 2016 is attached as Annexure –I of this Board's report. The Secretrail Audit report does not contain any qualification, reservation or adverse remark.*



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**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 . A Separate notes on 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:**

*Company is listed at Bombay Stock Exchange and Delhi Stock Exchange 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 your equity and use normal trading at Bombay Stock Exchange .*

**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 clause 49 of the Listing Agreement.*

**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:25.05.2015**  
**Place: New Delhi**

<i>sd/-</i>	<i>sd/-</i>
<b>Nitin Maheshwari</b>	<b>Rahul Kumar</b>
<b>Executive Director</b>	<b>Director</b>



**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 31<sup>st</sup> March 2016.

**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.

**SECRETARIAL AUDIT REPORT**

**Annexure-I**

**FOR THE FINANCIAL YEAR ENDED 31.03.2016**

**(Pursuant to Section 204(1) of the Company Act, 2013 and rule No.9 of the Company Act (Appointment and remuneration personal Rune, 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 practice by SC Agrotech limited (formerly known as Sheel International Limited.) Secretarial Audit was conducted in manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion there on.

Based on my 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 , I/We hereby report that in my opinion , the company has , during the Audit period covering the financial year ended 31.03.2015 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:

I 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, 2015 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 runes and regulation made thereunder to the extent of foreign Direct Investments and External Commercial Borrowings.
- (v) The following regulation and Guidelins prescribes 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;



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- (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 Standerds issued by the Institute of Company Secreteries 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, Runes, regulation, 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, Non-Executive Director, Woman Director and Independent Directors. 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 send at least seven days in advance, and a system exist for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.*

*Majority decision is carried through while the dissenting members views are captured and recorded as part of the minutes.*

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

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

- 1. No Buy Back of Securities is being done .*
- 2. No redumtion /Buy Back of Securities has been done further this financial year ended 31.03.2016*
- 3. There is no such related party Transaction has been covered during the reporting period.*
- 4. No Dividend has been paid during the financial year.*
- 5. All Compliance has been done on timely.*
- 6. Maintaining adequate Board and appointed Woman Director and Independent Director in the board as per applicable provision of the Company Act, 2013.*

*For Sanjiv Nigam & Associates*

*Sd/-*

*Sanjiv Nigam  
Company Secretary  
CP No. 8458)*



**CORPORATE GOVERNANCE:**  
**Regulation 27(2) of The SEBI (LODR)2015**  
**For the year ended 31<sup>st</sup> March , 2016**

**COMPANY'S PHILSOPHY ON CODE OF GOVERNANCE:**

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

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

**BOARD OF DIRECTORS:**

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

During FY 2015-16, TEN (10) 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: 01.04.2015, 25.05.2015, 15.07.2015, 12.08.2015, 29.09.2015, 01.10.2015, 10.11.2015, 01.12.2015, 09.02.2016, and the gap of the Two board meeting is not more that four month.

Name of Director	DIN	Category	Board Meeting (Attend)	Whether presented in the Previous AGM held on 30.09.15
Nitin Maheshwari	03459767	Executive Director / WTD	9	Y
Rahul Kumar	05326975	No Executive Director	9	Y
Mahesh Chandra Acharya	05330042	Independent Director	9	Y
Nayadita Sharma	07156814	Independent Director	8	Y
Anil kumar	07215544	Independent Director	1	N

The Composition and Category of Director as on 31.03.2016 is as follows.

Name of Director	Designation		Category
Sh. Nitin Maheshwari	Executive Director		Whole Time Director
Sh. Madan Chandra Das	Director	Resigned on 09.02.2016	Independent , Non Executive
Sh. Rahul Kumar	Director		Non Executive Director
Sh. Mahesh Chandra Acharya	Director	Appointed on 20.12.2014	Independent Director
Smt. Nayadita Sharma	Proposed Woman director	Appointed w.e.f 01.04.2015	Woman Director
Sh Anil kumar	Director	Appointed on 09.02.2016	Independent director



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**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.

Name of the Director/ Management/KMP	Category of the Director/Management/KMP	No. of other Directorship (*)	No. of Board meetings Attended-To be change	Attendance at Last AGM
Sh. Nitin Maheshwari	Ex, Director	Nil	8	29 <sup>th</sup> September, 2015
Sh. Mahesh Chandra Acharya	Independent	Nil	8	29 <sup>th</sup> September, 2015
Sh. Rahul Kumar	Director Non Executive	Nil	8	29 <sup>th</sup> September, 2015
Smt. Nayadita Sharma	Independent / Woman	Nil	8	29 <sup>th</sup> September, 2015
Sh. Anil Kumar	Director. Independent Director	Nil	01	29 <sup>th</sup> September, 2015
CS Ajay Rawat	Company Secretary	Nil	01	29 <sup>th</sup> September, 2015

\* Independent Director is the Director nether in any other listed/Unlisted Public Limited company nor the chairman , members of any other committee other than the Audit Committee, grievance committee, remuneration committee of the SC Agrotech Ltd (formarlly known as Sheel International Ltd).

The Director(s) are neither Chairman nor members of any other committee(s) other than Audit committee, grievance committee, remuneration committee of the SC Agrotech Limited as mentioned in this report.

\*Ms. Nayadita Sharma has been proposed to be appointed as Woman Director in the Board of the Company wef 1 April 2015

\*Mr. Anil Kumar, has been appointed as Independent Director in the Board of the Company.

**AUDIT COMMITTEE:**

Under Regulation 18(1) & (2) of SEBI ( Listing Obligation & Disclosure Requirement), Regulation, 2015, set up the Audit Committee for the financial year 2015-16 and the total strength of the Audit Committee is five. 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 Chairman of the audit committee is an independent/non executive director,

During the relevant financial year, 4 Audit Committee Meetings were held on 30.06.15, 30.09.2015, 31.12.2015, & 31.03.2016.

The constitution of the Audit Committee the attendance of each member of the Committee for the financial year 2015-2016 is given below:-

Name of the Members	Designation	No. of Meeting	Attendance
Rahul Kumar	Non Ex.Director	4	4
Nitin Maheshwari	Executive Director	4	4
Mahesh Chandra Acharya	Independent Director	4	4
Naydita Sharma	Independent Woman Director	4	4
Anil Kumar	Independent Director	1	1



**REMUNERATION COMMITTEE:**

Under Regulation 19(1) & (2) of SEBI ( Listing Obligation & Disclosure Requirement), Regulation, 2015, set up the Remuneration Committee for the financial year 2015-16 and the total strength of the Remuneration Committee is five Board has constituted Remuneration committee every year in the year 2015-16.

Name of the Members	Designation	No. of Meeting	Attendance
Rahul Kumar	Non Ex.Director	4	4
Nitin Maheshwari	Executive Director	4	4
Mahesh Chandra Acharya	Independent Director	4	4
Naydita Sharma	Independent Woman Director	4	4
Anil Kumar	Independent Director	1	1

**SHARE HOLDERS GRIEVANCE/ SHARE TRANSFER COMMITTEE:**

Under Regulation 20(1) & (2) of SEBI ( Listing Obligation & Disclosure Requirement), Regulation, 2015, set up the Stake Holder Committee for the financial year 2015-16 and the total strength of the Stake Holder Committee is five. Board has constituted stake holder committee every year. In the year 2015-16. Sh. Ajay Rawat who is appointed as Company Secretary in the Board to look out the all grievance of the shareholder of the company. The Company has redressed all the Complaints/ grievances within the stipulated times.

The Committee recommended the inter-alia, approves issue of duplicate Certificate , Consolidation, Splitting of Equity Shares and such other matter incidental there to its Registrar of 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 redressed system. The Silent feature of this system are computerized of all inward receipts and taken on them online submission of Action Taken Report along with the . supporting document electronically in SCORES. The Investor can view online the current status of their complaint submitted through SEBI Complaints Redress system (SCORES)

The Status of the total complaints received during the FY 2015-16 is as follows -

Type	No of Complaint
Complaints received from the shareholder through SEBI and other statutory body	Nil
Complain received from shareholder direct to the company	Nil
Complaints redressed out of the above	Nil
Pending Complaints received as on 31.03.2016	Nil

**Compliance of Insider Trading Norms:**

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

General Shareholder's information

AGM, date, time, and Venue	Date	Time
Community Hall, Pracheen Shiv Mandir, Jalan Muhalla, Tughlakabad Village. New Delhi-110044	30.09.2016	10:00 AM

**Financial year ending :- 31.03.2016.**

**Book closure date:** - 23<sup>rd</sup> September 2016 to 29<sup>th</sup> September, 2016 (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
Sh. Rahul Kumar	100

a) Director retiring by rotation / reappointment: Sh. Rahul Kumar

b) The ISIN for the dematerialized share of the company is (ISIN No). INE895E01017

c) Share transfer system: Share Transfer activity is being done by RTA M/s Skyline Financial Services Pvt. Ltd Address at D-153A, Okhla Phase 1, New Delhi-110020





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- d) The Company has not proposed / declared any dividend during the year.  
 e) Plant Location: City - Aurangabad, , Shyana Road Buland Shahar, Uttar Pradesh  
 f) Address for correspondence; Regd Office: RZ-1484/28, Ground floor, Tughlakabad Ext. New Delhi-110019  
 E-mail id of the Company: info@scagrotech.com Email id of the Compliance officer: Sheel102@gmail.com  
 Telephone No: 011-65699900; Fax: 011-29993450; Website: www.scagrotech.com

**STATEMENT SHOWING DISTRIBUTION OF EQUITY SHARES AS ON :31.03.2016**

NOMINAL VALUE OF EACH SHARE/UNIT : RS. 10							
SHARE OR HOLDING	SHARE/DEBENTURE HOLDERS NUMBERS	%TO TOTAL NUMBER	SHARE PHYSICAL	NSDL	CDSL	SHARES	TOTAL %AGE
UP TO 500	17505	95.61	2183300.00	67803.00	36330.00	2287433.00	38.16
501 1000	532	2.91	422200.00	23793.00	11860.00	457853.00	7.64
1001 2000	168	0.92	225700.00	22209.00	16943.00	264852.00	4.42
2001 3000	43	0.23	85600.00	14100.00	9869.00	109569.00	1.83
3001 4000	18	0.10	50300.00	10605.00	4000.00	64905.00	1.08
4001 5000	15	0.08	70500.00	0.00	0.00	70500.00	1.18
5001 10000	8	0.04	38100.00	12850.00	0.00	50950.00	0.85
10001 & ABOVE	20	0.11	117300.00	863140.00	1708498.00	2688938.00	44.85
	18309	100.00	3193000.00	1014500.00	1787500.00	5995000.00	100.00

**Share price movements:**

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

**SHARE HOLDING PATTERN AS ON 31.03.2016**

Category	No of Share Holders	No. of shares	% of equity	Physical	Dematerialization
<b>Promoter Group</b>					
Individual	6	2201662	36.72%	Nil	2201662
Body Corporate	3	150900	2.52 %	Nil	150900
<b>Total : A</b>	<b>9</b>	<b>2352562</b>	<b>39.24%</b>	<b>Nil</b>	<b>2352562</b>
<b>Public Holding</b>					
Financial	1	100	Nil	100	Nil
Institutional		Nil	Nil	Nil	Nil
<b>Non Institutional Individual</b>	<b>18256</b>	<b>3619865</b>	<b>60.38</b>	<b>3173900</b>	<b>445965</b>
Body Corporate	43	22473	0.37 %	19000	3473



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<b>Clearing Member</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>Nil</b>	<b>0</b>
<b>Total: B (%)</b>	<b>18300</b>	<b>3642438</b>	<b>60.76</b>	<b>3193000</b> <b>(53.26 %)</b>	<b>449438</b> <b>(7.50 %)</b>
<b>Total A + B</b>	<b>18309</b>	<b>5995000</b>	<b>100.00 %</b>	<b>3193000</b> <b>(53.26%)</b>	<b>2802000</b> <b>(46.73%)</b>

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

**AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

To,

The Members,

SC Agrotech Limited

(Formerly Known as Sheel International Ltd)

*We have examined the compliance of the conditions of Corporate Governance by SC AGROTECH LIMITED (Formerly Known as Sheel International Ltd) for the year 31<sup>st</sup> March 2016 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 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 as 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: 25.05.2016

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

*Sd/-*  
*Manoj Kumar*  
*Membership No.098161*

**PRACTISING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE**

To,

The Members,

SC Agrotech Limited

(Formerly Known as Sheel International Ltd)

*We have examined the compliance of the conditions of corporate Governance by SC Agrotech Limited ( Formerly Known as Sheel International Limited) for the year ended March 31, 2016 as in Regulation 27 of SEBI LODR, 2015 of the Listing Agreement of the Company.*



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

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

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

For Sanjiv Nigam & Associates  
Practicing Company Secretaries

Sd/-

Sanjiv Nigam  
Company Secretary-  
M.No-23593  
CP No. 8458

**EXTRACT OF ANNUAL RETURN (MGT-9)**

**As on the financial year on 31.03.2016**

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

**I. Registration and Other Details:**

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

**II. Principal Business Activities of The Company**

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

S.No	Name and Description of Main Products/Services	NIC code of the Product/Service	% to total turnover of the company
1.	Banana Plant	99625120	92.66
2.	Gerebra plant	99625120	7.34

**III. Particular of Holding Subsidiary and Associate Companies:-**

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



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

**(i) Category-wise Share holding**

Sr No	Category of Holder	Number of Shareholder at the beginning of the year				Number of Shareholder at the beginning of the year				% change during the year
		Demat	Physical	Total	% of Total	Demat	Physical	Total	% Total Shares	
A	<b>Indians</b>									
	Shareholding of Promoter & promoter company									
1	Indian									
a)	Individual/Huf	2198060	0	2198060	36.66	2201662	0	2201662	36.72	0.06
b)	Cent.Govt./State.Govt.	0	0	0	0	0	0	0	0	0
c)	Body corporates	150900	0	150900	2.52	150900	0	150900	2.52	0.00
e)	FII/BANKS	0	0	0	0	0	0	0	0	0
f)	Any other.specify									
	<b>Sub total (A)(1)</b>	<b>2348960</b>	<b>0</b>	<b>2348960</b>	<b>39.18</b>	<b>235262</b>	<b>0</b>	<b>2352562</b>	<b>39.24</b>	<b>0.06</b>
2	Foreign									
a)	Individual/NRI	0	0	0	0.00	0	0	0	0	0.00
b)	Body Corporates	0	0	0	0.00	0	0	0	0	0.00
c)	Institutional	0	0	0	0.00	0	0	0	0	0.00
d)	Any other . Specify									
	<b>Sub total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total Shareholding Promoters &amp; Promoters Group=A(1)+A(2)</b>	<b>2348960</b>	<b>0</b>	<b>2348960</b>	<b>39.18</b>	<b>2352562</b>	<b>0</b>	<b>2352562</b>	<b>39.24</b>	<b>0.06</b>
B	<b>Public Shareholding</b>									
1	Institutional									
a)	MF/UTI	0	0	0	0	0	0	0	0	0
b)	FII/BANKS	100	0	100	0	100	0	100	0	0
c)	Cent.Govt./State.Govt.	0	0	0	0	0	0	0	0	0
d)	Any others, Specified	0	0	0	0	0	0	0	0	0
	<b>Sub-Total B(1)</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
B2	Non Institutional									
(a)	Body corporate	2330	19200	21530	0.36	3473	19000	22473	0.37	0.01
(b)	Individual									
i	Individual Shareholders Holding Nominal Share Capital up to Rs 1 lakh	190038	3175700	3365738	56.14	235387	3150600	3385987	56.48	0.34
ii	Individual Shareholders holding nominal share capital in excess of Rs1 Lakh	216793	38800	255593	4.26	207176	23300	230476	3.84	-0.42
(C)	Any other (specify)(NRI)	0	0	0	0	0	0	0	0	0
(C-i)	HUF	3079	0	3079	0.05	3402	0	3402	0.06	0.01
(C-ii)	Clearing Member	0	0	0	0	0	0	0	0	0
	<b>Sub-Total(B)(2)</b>	<b>412240</b>	<b>3233700</b>	<b>3645940</b>	<b>60.82</b>	<b>449438</b>	<b>3192900</b>	<b>3642338</b>	<b>60.76</b>	<b>-0.06</b>
(B)	<b>Total Public Shareholding(B1 + B2)</b>	<b>412340</b>	<b>3233700</b>	<b>3646040</b>	<b>60.82</b>	<b>449538</b>	<b>3192900</b>	<b>3642438</b>	<b>60.76</b>	<b>-0.06</b>
	<b>Total(A)+(B)</b>	<b>2761300</b>	<b>3233700</b>	<b>5995000</b>	<b>100</b>	<b>2802100</b>	<b>3192900</b>	<b>5995000</b>	<b>100</b>	<b>0.00</b>
(c)	Share held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
1	Promoter an Promoter group	0	0	0	0	0	0	0	0	0
	Public	0	0	0	0	0	0	0	0	0
	<b>Sub-Total(C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Grand Total(A)+(B)+(C)</b>	<b>2761300</b>	<b>3233700</b>	<b>5995000</b>	<b>100</b>	<b>2802100</b>	<b>3192900</b>	<b>5995000</b>	<b>100</b>	<b>0.00</b>



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**(ii) Share Holding of Promoters**

Sr.No	Shareholders Name	Shareholding at the beggning of the year 01.04.2015			Shareholding at the end of the year 31.03.2015			% Change in share holder during the year
		No. of Shares	% of total share of the company	% of shares pledge	No. of Shares	% of total share of the company	% of shares pledge	
1	Sanjay Chandak	114562	1.92	0	114562	1.92	0	Nil
2	S.N Chandak(huf)	38998	0.65	0	38998	0.65	0	Nil
3	Sumeet Chandak	79800	1.33	0	79800	1.33	0	Nil
4	Sheela Maheshwari	648980	10.83	0	648980	10.83	0	Nil
5	Satya Narayan Chandak	1315720	21.95	0	1319322	22.01	0	0.06
6	Vitro Biotechnologies Ltd	46900	0.78	0	46900	0.78	0	Nil
7	Jayshee Investments Ltd.	4000	0.07	0	4000	0.07	0	Nil
8	Sheel Biotech Ltd	100000	1.67	0	100000	1.67	0	Nil
	<b>Total</b>	<b>2348960</b>	<b>39.18</b>	<b>0</b>	<b>2352562</b>	<b>39.24</b>	<b>0</b>	<b>0.06</b>

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

Sr.No	Shareholders Name	Shareholding at the beginning of the year 01.04.2015		Shareholding at the end of the year of the year 31.03.2015		% Change in share holder during the year
		No. of Shares	% of total share of the company	No. of Shares	% of total share of the company	
1	S.N Chandak	1315720	21.94	1319322	22.01	0.06

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

Sl.No	For Each of the Top 10 Share holders	Share Holding at the beginning of the year 01.04.2015		Share holding during the year beginning of the year 31.03.2015		% Change in share holding during the year
		No. of Shares	% of the Shares	No of Shares	% of Total Shares	
1.	Alka Jindal	130041	2.17	128558	2.14	0.02
2.	Vimal Jindal	52800	0.88	52800	0.88	-
3.	Sumita chandak	19535	0.33	24335	0.41	(0.08)
4.	Rishabh Bhutra	15900	0.27	15900	0.27	-
5.	Rajendra Kumar Chaudhary	14500	0.24	14500	0.24	-
6.	Nisar Mahimkar	13200	0.22	13200	0.22	-
7.	Bipin DhirajLal Goda	11100	0.19	11100	0.19	-
8.	Shirley Coel Ho	8000	0.13	8000	0.13	-
9.	V.H patel	7600	0.13	7600	0.13	-
10	Manish Manu Bhai Shah	6800	0.11	6800	0.11	-
11	Anand Prakash Singh	Nil	-	15900	0.27	(0.27)
12	Dharmendra Kumar Bhadaya	Nil	-	14500	0.24	(0.24)
13	Shiv Ram	Nil	-	8000	0.13	(0.13)
14	Manoj Kumar behera	Nil	-	6800	0.11	(0.11)



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

Sr. No	For Each of the Director & KMP	Shareholding at the begning of the year 01.04.2015		Shareholding at the end of the year of the year 31.03.2015		% Change in share holder during the year
		No. of Shares	% of total share of the company	No. of Shares	% of total share of the company	
1	Rahul kumar- Director	100	0.00	100	0.00	-
2.	Nitin Maheshwari-Director	100	0.00	100	0.00	-

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

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

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

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

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

SI No	Particular of Remuneration	Name Of The Md/Wid/Manager	Total Amt
1.	<b>Gross salary</b>	<b>NIL</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission –as % of profit –other(specify)		
5	Others, Please Specify		
	<b>Total(A)</b>		
	<b>Celing as per the Act</b>		



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**A. REMUNERATION TO OTHER DIRCETOR**

SI No.	Particular of remuneration	Name of Directors				Total Amount
		Rahul kumar				
1.	<b>Independent Directors</b>					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2.	<b>Other Non-Executive Directors</b>	162000				
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

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

SI No	Particular of Remuneration	KEY MANAGERIAL PERSONNEL			
		CEO	CS	CFO	Total
1.	Gross salary		75000		75000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission –as % of profit –other(specify)				
5	Others, Please Specify				
	Total(A)				
	Celing as per the Act				

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

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

**NIL**



## **Annexure- B**

### **Management Discussion And Analysis**

*Over all review, Industry Structure and Development:*

*The Name of the Company has been change from Sheel Internationa Limited to SC Agrotech Limited w.e.f 26<sup>th</sup> 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 clustes,..*

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

**Segment wise Performance-** *N.A*

### **Out Look**

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

### **Internal control System:**

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

### **Human relations**

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

**Financial Performance with respect to Operational Performance as on 31.03.2016** (Amount in Rs.)

<b>Particulars</b>	<b>As on 31.03.2016</b>	<b>As on 31.03.2015</b>
<b>Income</b>		
Revenue from operations (gross)	10899500	14694840
Other Income	5443463	5415347
<b>Total Revenue</b>	<b>16342963</b>	<b>20110187</b>
<b>Expenses</b>		
Purchase	11492800	15967224
Employee benefits expense	2492500	2154047
Finance Cost	2086	2403
Depreciation and amortization expenses	144995	144995
Other expenses	1828140	1539741
<b>Total Expenses</b>	<b>15960521</b>	<b>19808410</b>
<b>Profit (loss) before exceptional and extraordinary items and tax</b>	<b>382442</b>	<b>301777</b>
<b>Less : Exceptional Items- (Prior Period Tax Credit)</b>	<b>(84030)</b>	<b>Nil</b>
<b>Less: Current year tax Exp</b>	<b>(138756)</b>	<b>93249</b>
<b>Total Exceptional Items</b>	<b>(222786)</b>	<b>93249</b>
<b>Profit/ (loss) after Tax and exceptional Items</b>	<b>605227</b>	<b>208528</b>

### **Caution:**

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





**CEO / CFO CERTIFICATE**

To  
The Board of Directors  
SC Agrotech Limited  
(Formerly 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 2016, 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: 25.05.2016

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

**DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with Regulation 27 of SEBI, Listing Obligation and Disclosuer Requirement , Regulation 2015 of the Listing Agreement with the Stock Exchanges, Sh. Nitin Maheshwari , Whole Time Director /CEO of the company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 31.03.2016.

Place : New Delhi  
Date: 25.05.2016

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



**INDEPENDENT AUDITOR'S REPORT**

To,

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

**Report on the Financial Statements**

*We have audited the accompanying financial statements of SC Agrotech Ltd ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2016, 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 qualified 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 2016 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, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, 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, 2016, The Company is not involved in any litigations pending as at 31<sup>st</sup> March 2016 on its financial positions in its financial statements.*
    - ii. *The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.*
    - iii. *There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.*

**ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT**

*(Annexure Referred to in paragraph (1) of "Report on Other Legal and Regulatory Requirements "of the Independent Auditors' Report of even date to the members of SC Agrotech Ltd. on the financial statements for the year ended on March 31, 2016.)*

- 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.*



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- (c) *The title deeds of immovable property are held in the name of company.*
- ii. *Physical verification of inventory has been carried out during the year at reasonable intervals by the management. Proper records of its inventories have been maintained and no material discrepancies were noticed.*
- iii. *According to information and explanation given to us the Company has neither granted any loan secured or unsecured to companies, firms and LLPs or other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence other Para(a), (b) and (c) of this clause is not applicable.*
- iv. *In respect of Loans, Investments, Guarantees and Security, the provisions of section 185 & 186 of the Companies Act, 2013 has been complied with.*
- v. *The Company has not accepted any deposit during the year within the meaning of Section 73 to Section 76 of the Companies Act, 2013 read with the Rules framed there under, therefore the provisions of the Companies (Auditors Report) order, 2016, are not applicable to the company.*
- vi. *The Central Govt. has not prescribed the maintenance of cost records as per section 148 (1) of the Companies Act 2013 for any of the service rendered/trading business by the company.*
- vii. a) *According to the information and explanation given to us and on the basis of our verification of records of the company, the company is generally regular in depositing with appropriate authorities undisputed applicable statutory dues, including value added tax, Service tax, cess and any other statutory dues applicable to it. According to the information and explanation given to us there are no material undisputed amounts payable in respect of statutory dues which have remained outstanding as on March 31<sup>st</sup>, 2016 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 taken during the year. The clause is not applicable.*
- x. *There is no any fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.*
- xi. *The company has paid remuneration to directors which are under the limit of section 197 of the Companies Act, 2013.*
- xii. *The clause is not applicable.*
- xiii. *All the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and applicable details have been disclosed in financial statements etc.*
- xiv. *The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.*
- xv. *The company has not entered into non cash transactions with directors or persons connected with him and there are no contraventions to section 192 of the Companies Act, 2013.*
- xvi. *The Company is not required to be registered under section 45-IA of the RBI Act, 1934 and registration procedure is not applicable.*



**Annexure B to the Auditors' Report**

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

We have audited the internal financial controls over financial reporting of SC Agrotech Ltd. (Formerly known as Sheel International Ltd. ('the Company')) as of 31 March 2016 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 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **COMPANY INFORMATION**

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

### **Note No. 1**

#### **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**a) Basis of Preparation**

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

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

**b) Revenue Recognition**

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

**c) 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 are 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.

**d) 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.

**e) Tangible Assets**

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

**f) Intangible Assets**



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

**g) Depreciation and amortization**

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

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

**h) Impairment**

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

**i) Deferred Tax Provisions**

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

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

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

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

**j) Foreign Currency Transactions**

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

**k) Cash and Cash Equivalents**

*Cash and Cash Equivalents comprises 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.*



**SC Agrotech Limited**  
**(Formerly Known as Sheel Inetrnational Ltd.)**  
**26<sup>th</sup> Annual Report 2015-16**

**l) 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.

**m) 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.

**n) Earning Per Share**

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

Particulars	2015-16	2014-2015
	Amount (Rs.)	Amount (Rs.)
Profit After Tax(in Rupees)	6,05,227/-	2,08,528/-
Total number of equity share of Rs 10 each	59,95,000	59,95,000
Basic Earnings Per Share	0.10	0.03
Total weighted average number of equity share of Rs 10 each	59,95,000	59,95,000
Diluted Earning Per Share	0.10	0.03

**o) Contingent Liabilities**

Particulars	2015-16	2014-2015
	Amount (Rs.)	Amount (Rs.)
Charge Created on Assets by Jayshee Investment Pvt. Ltd. 12.10.2011	3,00,00,000	3,00,00,000

**p) Related Party Disclosures**

Name of the person	Nature of Transaction	Amount	Designation
Nittin Maheshwari	Remuneration	Nil	Managing Director
Nayadita Sharma	Remuneration	Nil	Independent Director
Mahesh Chandra Acharya	Remuneration	Nil	Independent Director
Rahul Kumar	Remuneration	1,62,000	Director
Anil Kumar	Remuneration	Nil	Independent Director
Ajay Rawat	Remuneration	75,000	Company Secretary

Disclosure according to Section 186 of Company Act,2013.

Particulars	Nature of Transaction	Amount
Jayshee Investment Pvt. Ltd.	Unsecured Loan	3324315

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

Auditors Remuneration	2015-16	2014-15
Audit fee( Including Tax Audit)	29,770	18,540
Fee for other certificates	8,696	5,618

r) Figures have been rounded off at the nearest rupees.

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





**SC Agrotech Limited**  
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**SC Agrotech Limited**  
**(Formerly known as Sheel International Limited)**

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

**BALANCE SHEET AS AT 31.03.2016**

(All amount are in indian rupees unless otherwise stated)

Particulars	Notes	As at 31 March 2016	As at 31 March 2015
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	59,950,000	59,950,000
Reserves and surplus	3	(58,168,612)	(58,773,840)
		<u>1,781,388</u>	<u>1,176,160</u>
<b>Non-current liabilities</b>			
Long term borrowings	4	3,324,315	3,324,315
Deferred tax liabilities (net)	5	999,572	1,138,328
Other long term liabilities	6	1,000,000	1,000,000
		<u>5,323,887</u>	<u>5,462,643</u>
<b>Current liabilities</b>			
Trade payables	7	3,645,184	2,994,363
Other current liabilities	8	310,072	167,601
Short term provisions	9	72,950	84,030
		<u>4,028,206</u>	<u>3,245,994</u>
TOTAL		<u><u>11,133,481</u></u>	<u><u>9,884,797</u></u>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	10		
Tangible assets		6,328,291	6,929,652
Intangible assets		35,000	40,000
Non-current investment		800,000	800,000
Long term loans and advances	11	370,000	370,000
		<u>7,533,291</u>	<u>8,139,652</u>
<b>Current assets</b>			
Trade receivables	12	2,485,300	613,718.00
Cash and bank balances	13	285,393	121,031
Short term loans and advances	14	829,497	1,010,396
		<u>3,600,190</u>	<u>1,745,145</u>
TOTAL		<u><u>11,133,481</u></u>	<u><u>9,884,797</u></u>

Statement on significant accounting policies 1

The accompanying notes are an integral part of the financial statements

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

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

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

s/d  
Manoj Kumar  
Partner  
Membership No.: 098161  
Place : New Delhi  
Date : 25.05.2016

s/d Nitin Maheshwari Director DIN: 03459767	s/d Rahul Kumar Director DIN: 05326975	s/d Ajay rawat Company Secretary M.No.F8226
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**SC Agrotech Limited**  
**(Formerly Known as Sheel International Ltd.)**  
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**SC Agrotech Limited**  
**(Formerly known as Sheel International Limited)**

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

**Statement of Profit & Loss for the year ended 31st March, 2016**

(All amount are in indian rupees unless otherwise stated)

Particulars	Notes	Year ended 31 March 2016	Year ended 31 March 2015
<b>INCOME</b>			
Revenue from operations	15	10,899,500	14,694,840
Other income	16	5,443,463	5,415,347
Total income		<u>16,342,963</u>	<u>20,110,187</u>
<b>EXPENSES</b>			
Purchase		11,492,800	15,967,224
Employee benefit expenses	17	2,492,500	2,154,047
Finance costs	18	2,086	2,403
Depreciation and amortisation expenses	10	144,995	144,995
Other expenses	19	1,828,140	1,539,741
Total expenses		<u>15,960,521</u>	<u>19,808,410</u>
Profit before tax and prior period item		382,442	301,777
Prior period items		-	-
Profit before tax		<u>382,442</u>	<u>301,777</u>
Tax expenses:			
Current tax		72,950	84,030
Less:- MAT Credit Entitlement		(72,950)	-
Earlier years		(84,030)	-
Deferred tax		(138,756)	9,219
Profit for the year		<u>605,227</u>	<u>208,528</u>

Statement on significant accounting policies 1

The accompanying notes are an integral part of the financial statements

This is the Statement of profit and loss referred to in our report of even date

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

**For and**  
**SC Agrotech Limited**  
**(Formerly known as Sheel International Limited)**  
**CIN: LO1122DL1990PLC042207**

s/d  
**Manoj Kumar**  
**Partner**  
**Membership No.: 098161**  
**Place : New Delhi**  
**Date : 25.05.2016**

s/d <b>Nitin Maheshwari</b> <b>Director</b> <b>DIN: 03459767</b>	s/d <b>Rahul Kumar</b> <b>Director</b> <b>DIN: 05326975</b>	s/d <b>Ajay rawat</b> <b>Company Secretary</b> <b>M.No.F8226</b>
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**SC Agrotech Limited**  
**(Formerly Known as Sheel Inetrnational Ltd.)**  
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**SC Agrotech Limited**  
**(Formerly known as Sheel International Limited)**  
RZ-1484/28, GROUND FLOOR, TUGLAKABAD EXTN. DELHI-110019

**Cash Flow Statement for the year ending 31st March, 2016**

(All amount are in indian rupees unless otherwise stated)

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
<b>A. Cash flow from operating activities:</b>		
Profit before tax	382,442	301,777
Adjustments for:		
Depreciation and amortisation expenses	144,995	144,995
Interest income	(43,463)	(1,736)
Franchisee Fees	(5,400,000)	(5,400,000)
Rental Income	-	(13,611)
Operating profit before working capital changes	(4,916,026)	(4,968,575)
Adjustments for changes in working capital :		
- Movement in trade receivables	(1,871,582)	(568,196)
- Movement in other receivables	180,899	(480,821)
- Movement in inventories	-	-
- Movement in trade & other payables	782,212	1,555,295
<b>Cash generated from operations</b>	(5,824,497)	(4,462,297)
Income tax paid	84,030	(84,030)
<b>Net cash generated from operating activities</b>	(5,740,467)	(4,546,327)
<b>B. Cash flow from investing activities:</b>		
Sale of fixed assets	461,366	-
Investment made during the year	-	(800,000)
Franchisee Fees	5,400,000	5,400,000
Rental Income	-	13,611
Interest received	43,463	1,736
<b>Net cash used in investing activities</b>	5,904,829	4,615,347
<b>C. Cash flow from financing activities:</b>		
<b>Net cash used from financing activities</b>	-	-
<b>Net increase in cash and cash equivalents</b>	164,362	69,020
Cash and cash equivalents at the beginning of the year	121,031	52,011
<b>Cash and cash equivalents at the end of the year</b>	285,393	121,031

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

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

s/d  
Manoj Kumar  
Partner  
Membership No.: 098161

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

s/d	s/d	s/d
Nitin Maheshwari	Rahul Kumar	Ajay rawat
Director	Director	Company Secretary



**SC Agrotech Limited**  
**(Formerly Known as Sheel Inetrnational Ltd.)**  
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**4 LONG TERM BORROWINGS**

Particulars	As at 31 March 2016	As at 31 March 2015
Unsecured		
From Others	3,324,315	3,324,315
<b>Total</b>	<b><u>3,324,315</u></b>	<b><u>3,324,315</u></b>

**5 DEFERRED TAX LIABILITIES (NET)**

Particulars	As at 31 March 2016	As at 31 March 2015
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation charged in the books.	999,572	1,138,328
Deferred tax liability	<u>999,572</u>	<u>1,138,328</u>

**6 OTHER LONG TERM LIABILITIES**

Particulars	As at 31 March 2016	As at 31 March 2015
Security deposits	1,000,000	1,000,000
<b>Total</b>	<b><u>1,000,000</u></b>	<b><u>1,000,000</u></b>

**7 TRADE PAYABLES**

Particulars	As at 31 March 2016	As at 31 March 2015
Due to Micro, Small and Medium Enterprises *	-	-
Others	3,645,184	2,994,363
<b>Total</b>	<b><u>3,645,184</u></b>	<b><u>2,994,363</u></b>

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

**8 OTHER CURRENT LIABILITIES**

Particulars	As at 31 March 2016	As at 31 March 2015
Statutory dues payable	3,747	2,797
Expenses Payable	306,325	164,804
<b>Total</b>	<b><u>310,072</u></b>	<b><u>167,601</u></b>

**9 SHORT TERM PROVISIONS**

Particulars	As at 31 March 2016	As at 31 March 2015
Provision for income tax	72,950	84,030
<b>Total</b>	<b><u>72,950</u></b>	<b><u>84,030</u></b>



**SC Agrotech Limited**  
**(Formerly Known as Sheel Inetrnational Ltd.)**  
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11 LONG TERM LOANS AND ADVANCES

Particulars	As at 31 March 2016	As at 31 March 2015
Unsecured, considered good		
Security deposits	370,000	370,000
Total	<u>370,000</u>	<u>370,000</u>

12 TRADE RECEIVABLES

Particulars	As at 31 March 2016	As at 31 March 2015
Trade receivables outstanding for a period exceeding six months considered good	-	-
considered doubtful	-	-
Less : Allowances for bad and doubtful debts	-	-
Trade receivables outstanding for a period less than six months considered good	2,485,300	613,718
considered doubtful	-	-
Less : Allowances for bad and doubtful debts	-	-
Total	<u>2,485,300</u>	<u>613,718</u>

13 CASH AND BANK BALANCES

Particulars	As at 31 March 2016	As at 31 March 2015
Cash and cash equivalents		
Cash on hand	48,006	48,781
Balances with banks		
- on current accounts	237,387	72,250
Total	<u>285,393</u>	<u>121,031</u>

14 SHORT TERM LOANS AND ADVANCES

Particulars	As at 31 March 2016	As at 31 March 2015
Deposits with excise and other tax authorities	783,997	1,010,396
Others	45,500	-
Total	<u>829,497</u>	<u>1,010,396</u>



**SC Agrotech Limited**  
**(Formerly Known as Sheel Inetrnational Ltd.)**  
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15 REVENUES

Particulars	As at 31 March 2016	As at 31 March 2015
Revenue from operations		
Sale of products	10,899,500	14,694,840
Revenue from operations	<u>10,899,500</u>	<u>14,694,840</u>

16 OTHER INCOME

Particulars	As at 31 March 2016	As at 31 March 2015
Interest income	43,463	1,736
Franchisee fee	5,400,000	5,400,000
Rent	-	13,611
Total	<u>5,443,463</u>	<u>5,415,347</u>

17 EMPLOYEE BENEFIT EXPENSES

Particulars	As at 31 March 2016	As at 31 March 2015
Salaries & Wages	2,436,635	2,104,847
Staff Welfare	55,865	49,200
Total	<u>2,492,500</u>	<u>2,154,047</u>

18 FINANCE COSTS

Particulars	As at 31 March 2016	As at 31 March 2015
Bank Charges	2,086	2,403
Total	<u>2,086</u>	<u>2,403</u>

19 OTHER EXPENSES

Particulars	As at 31 March 2016	As at 31 March 2015
Advertisement & Publicity Exps	8,233	6,400
Audit Fees	29,770	18,540
Business Promotion	74,500	181,400
Conveyance	39,843	50,515
Fees Rates & Taxes	50,230	14,260
Filing Fees	28,000	6,046
Freight & Cartage Inward	93,000	133,000
Listing Fees	245,000	162,922
Loading & Unloading Charges	9,700	10,000
Office Expenses	54,247	61,244
Plant Hardening Cost	7,250	81,305
Postage, Stamps & Courier	568,963	81,645
Printing & Stationery	85,984	64,730
Professional Charges	170,791	358,717
Rent	180,000	153,667
Repair & Maintenance	77,795	103,137
Telephone & Web Exps.	75,031	19,597
Tour & Travelling Expenses	29,803	32,616
Total	<u>1,828,140</u>	<u>1,539,741</u>





**SC AGROTECH LIMITED**

(Formerly known as SHEEL INTERNATIONAL LIMITED)

CIN no- L01122DL1990PLC042207

Regd. Address RZ-1484/28, G.F, Tughlakabad Ext. New Delhi-110019

Web:www.scagrotech.com, Ph:011-65699900, Fax: 011-29993450

Email: [Sheel102@gmail.com](mailto:Sheel102@gmail.com); [info@scagrotech.com](mailto:info@scagrotech.com)

Folio No./DP/ID NO.....

No. of Shares Held:.....

Mr./Mrs/Miss..... I hereby record my presence at the **26<sup>TH</sup> ANNUAL GENERAL MEETING** of the Company at to be held on **Friday, 30<sup>th</sup> September, 2016** at **Community Hall, Pracheen Shiv Mandir, Jallan Muhalla,Tughlakabad Village, New Delhi- 110044** at **10:00 AM**

**Electronic Voting particular**

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

-----X X X X-----

**FORM NO. MGT-11**

**PROXY FORM**

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

**CIN: L01122DL1990PLC042207**

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

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

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

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

(1).Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

(2).Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him

(3).Name \_\_\_\_\_

Address \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature \_\_\_\_\_

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

Resolution Nos.

**Ordinary Business**

1. Adoption of Annual Accounts and Audit reports for the year ended 31.03.16
2. Appointment of Director retiring by Rotation
3. Re-Appointment of Statutory Auditors

**Special Business**

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

Signed this.....day of.....2016

Signature of Shareholder

Signature of Proxy holder(S)

**AFFIX  
Revenue  
Stamp**





*SC Agrotech Limited  
(Formerly Known as Sheel Inetrnational Ltd.)  
26<sup>th</sup> Annual Report 2015-16*

*POST*

***If Undelivered Please Return to:***

***M/s SC AGROTECH LIMITED***

***:-Regd. Address: RZ-1484/28, Ground floor, Tughlakabad Ext.***

***New Delhi-110019***