

# **SC AGROTECH LIMITED**

**CIN NO:L01122DL1990PLC042207**

**ADD: RZ-1484/28 GROUND FLOOR TUGHLAKABD EXTN NEW DELHI-110019**

**CONTACT: 8010562986 EMAIL ID SHEEL102@GMAIL.IN\_WEBSITE: WWW.SCAGROTECH.IN**

---

**Date: 06.09.2023**

**To  
The BSE Ltd.  
P.J Tower, Dalal Street  
Mumbai-400001**

**Subject: ANNUAL REPORT FOR THE YEAR 2022-23**

Dear Sir/ Madam

With regard to captioned subject, and pursuant to Regulation 34(1) of Securities Exchange board of India (Listing Obligation and Disclosures requirement) Regulation,2015, we hereby enclose herewith Annual Report for the Financial Year 2022-23. Kindly take note that the Annual General Meeting of the company will be held on Saturday, 30<sup>th</sup> of Sep. 2023 through Video Conference (VC)/other Audio Visual Means (OVAM).

This is for your kind information and record.

Thanking you

**YOUR FAITHFULLY  
FOR SC AGROTECH LIMITED**

**Vijay Shankar Thakur  
Director  
DIN: 09720062**

**33<sup>RD</sup>**  
**ANNUAL REPORT**  
**2022-23**



**SC AGROTECH LIMITED**

**Company Information:**

**Board of Directors** : *Sh. Vijay Shankar Thakur* Whole time Director & Executive Director  
: *Sh. Sharad Ratan* Independent Director  
: *Sh. Netrapal* Independent Director  
: *Smt. Hemlata Rajora* Woman Director

**Company Secretary & Compliance officer:** *Sh Amit kumar*

**Chief Financial Officer:** *Sh Amit Sehgal*

**Statutory Auditor** : *M/s Manoj Sangeeta & Associates*  
*Chartered Accountant*

**Secretarial Auditor** : *Gulista & Associates*  
*Company Secretaries*

**Registrar and share Transfer agents:** *Skyline financial service Pvt ltd*  
*D-153A, 1St Floor, Okhla,*  
*Phase-I, New Delhi-110020*

**Regd. Address** : *RZ-1484/28, Ground Floor, Tughlakabad Ext. NewDelhi-110019*

**Contact Details** *Emai ld : sheel102@gmail.com Mob no. 8010562986*

*Website:www.scagrotech.in*

**Index :**

<b>Sr. No</b>	<b>Content</b>	<b>Page No</b>
<i>1</i>	<i>Notice &amp; Explanatory Statement</i>	<i>1-10</i>
<i>2</i>	<i>Director's Report</i>	<i>11-14</i>
<i>3</i>	<i>CFO and Compliance officer Certificate</i>	<i>15</i>
<i>4</i>	<i>Secretarial Audit Report</i>	<i>16-17</i>
<i>5</i>	<i>Corporate Governance Report</i>	<i>18-22</i>
<i>7</i>	<i>Audit Report</i>	<i>23-28</i>
<i>8</i>	<i>Balance Sheet</i>	<i>29</i>
<i>9</i>	<i>Profit &amp; Loss</i>	<i>30</i>
<i>10</i>	<i>Cash Flow Statement</i>	<i>31</i>
<i>11</i>	<i>Notes forming part of Balance sheet &amp; Profit &amp; Loss</i>	<i>32-36</i>

## NOTICE

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting (AGM) of the Members of M/S SC AGROTECH LIMITED will be held on Saturday 30<sup>th</sup> day of September, 2023, at 11:00 A.M through video conferencing /other visual Audio-visual means (VC/OAVM) facility to transact the following business: The venue of the AGM shall be deemed to be the Registered Office of the Company.

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year Ended as on 31<sup>st</sup> March 2023 with reports of the Directors and Auditor's thereon.
2. To appoint a Director in place of Smt Hemlata Rajora ( Din : 08755020), Director , Liable to retire by rotation , and eligible offers herself for reappointment

### SPECIAL RESOLUTION

3. To seek Approval under Section 180(1)(a) of the Companies Act, 2013, to sell, lease lease or otherwise dispose of the whole or substantially the undertaking (s) of the Company

To consider, and if thought fit to pass, with or without modification, the following resolution as a Special Resolution

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment or re-enactment made thereof, the provisions of the articles of association of the company , the provisions of SEBI(LODR) and such other approvals, consent and permission from the appropriate authorities and subject to the approval of shareholders in Annual general meeting, consent of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to sell, lease or otherwise dispose off the portion of the land. Board of Directors of the Company be ad is hereby severally authorized to take all necessary steps for giving effect to the aforesaid resolution subject to the approval of share holders.

4. To consider and approve, with or without modification, the Related Party Transactions, the following resolution as Special Resolution .

"RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and of the Rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby given to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties (as per details mentioned in the Statement annexed to the notice) for availing and/or rendering of any services for the financial year 2023-2024, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and further authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

Registered Office :  
RZ-1484/28,GF  
TughalakabadExt.  
NewDelhi-110019  
Date: 30.08.2023

By Order and on behalf of the Board of Directors  
For SC Agrotech Ltd.

Sd/-  
Vijay Shankar Thakur  
(Whole Time Director)

### NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') which sets out details relating to special business to be transacted at the Annual General Meeting (AGM or Meeting) is annexed hereto.
2. Pursuant to requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to corporate governance and the applicable Secretarial Standards, the information required to be provided in case of appointment/ re-appointment of Director, is set out at the Annexure I to this Notice.
3. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated

December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 33rd Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020 and MCA General Circular No. 02/2021 dated 13th January 2021 (hereinafter referred to as MCA Circulars) and in compliance with the provisions of the Companies Act, 2013 ("Act") and also SEBI circulars dated 12th May, 2020 and 15th January 2021 (hereinafter referred to as SEBI Circulars) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for the 33rd AGM shall be the Registered Office of the Company. Annual Report will not be sent in physical form.

Further, Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the 33rd AGM of the Company is being held through VC/OAVM on Saturday, 30th September, 2023 at 11:00 A.M (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

4. This AGM is being convened in compliance with applicable provisions of the Act and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); the provisions of General Circular No. 14/2020 dated April 8, 2020; General Circular No.17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 5, 2020 and General Circular no. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs issued by the MCA (collectively referred to as "MCA Circulars"); and SEBI Circular dated May 13, 2022, ref/SEBI/HO/CFD/CMD2/CIR/P/2022/62.
5. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/ OAVM.
6. Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney (PDF/JPG Format), if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address i.e. [sheel102@gmail.com](mailto:sheel102@gmail.com).
7. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2022-2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for FY 2022-23 will also be available on the website of the Company, [www.scagrotech.in](http://www.scagrotech.in), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
8. Members can raise questions during the meeting or in advance at [sheel102@gmail.com](mailto:sheel102@gmail.com). However it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Likewise, the Route Map is also not annexed with this Notice.
11. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at [sheel102@gmail.com](mailto:sheel102@gmail.com)
12. Notice is also given under Section 91 of the Act read with Regulation 42 of Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from 23rd September 2023 to 30<sup>th</sup> September 2023 (both days inclusive)
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Link Intime India Private Limited ("Link Intime") in case the shares are held by them in physical form.
14. The Company has designated an exclusive e-mail id called [sheel102@gmail.com](mailto:sheel102@gmail.com) to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at [sheel102@gmail.com](mailto:sheel102@gmail.com).
15. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at [sheel102@gmail.com](mailto:sheel102@gmail.com) at least 7 days before the Meeting. The same will be replied by the Company suitably
16. Process for registration of email id for obtaining Annual Report and User ID/password for e-voting and updating of bank account mandates is annexed to this Notice.
17. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc., to their Depository Participant (DP). These changes

will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA) at its following address

*M/s Skyline Financial Services Pvt. Ltd  
Address at D-153A, Okhla Phase 1, NewDelhi-110020  
Contact : 011-40450193-97 & 011-26812682-83  
Email id: admin@skylinerta.com*

18. *The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.*

**Registered Office :**  
**RZ-1484/28,GF**  
**TughalakabadExt.**  
**NewDelhi-110019**  
**Date: 30.08.2023**

**By Order and on behalf of the Board of Directors**  
**For SC Agrotech Ltd.**

**Sd/-**  
**Vijay Shankar Thakur**  
**(Whole Time Director)**

**IMPORTANT & URGENT**  
**FOR YOUR IMMEDIATE ACTION**

Dear Shareholder(s)

**Compulsory Dematerialization of shares of listed company:**

*SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.*

*Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares*

**Mandatory update of PAN and Bank details:**

*Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have/ have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company/ Registrar & Transfer Agent (RTA) for registration under their folio.*

**UPDATION OF PAN, KYC, NOMINATION AND BANK DETAILS ETC.**

*Your attention is drawn to the SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, wherein it has been decided by the SEBI to mandatorily update the PAN, KYC, Nomination details, Bank details, contact details and Specimen Signature of all shareholders holding shares in physical form and compulsory linking of PAN with Aadhaar No. by all shareholders.*

*In the said circular, SEBI has also stipulated that if the shareholders holding shares in physical mode do not update the PAN, KYC and Nomination details or these details are not made available to the Company/their Registrar and Share Transfer Agents (RTA) by 30th September, 2023, then such folios shall be frozen by RTA on or after 1st October, 2023 (or any other date as may be notified) as per the directive issued by SEBI. Also, the folios in which PAN is not linked to Aadhaar as on 30.06.2023 or any other date as may be specified by the Central Board of Direct Taxes will also be frozen by the RTA.*

*Please further note that w.r.t. securities in the frozen folios –*

*Any service request will be entertained by the RTA only upon registration / updation of PAN, KYC and Nomination details*  
*•However the frozen folios shall be eligible for any payment including dividend, interest or redemption payment but only through electronic mode upon complying with the requirements stated herein (or as per other directive of SEBI)*  
*•The frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.*

**Therefore, you are requested to comply with the following procedure to avoid any freezing of folios: -**

- 1. Update the valid PAN, KYC in Form ISR-1 and Nominations details in Form SH-13 with RTA latest by 30<sup>th</sup> September, 2023. Form ISR-1 and Form SH-13 is available on the website of the Company and RTA.*
- 2. If you want to register / update the signature in the Company/RTA records, then submit Form ISR-2 duly verified by your Bank. Form ISR-2 is available on the website of the Company and RTA.*
- 3. In case you do not wish to nominate any person with whom shall vest, all the rights in respect of such shares in the event of your death, you shall file 'Declaration to Opt-out' in Form ISR-3 with our RTA. Form ISR-3 is available on the website of the Company and RTA.*
- 4. If you want to change/cancel the existing nomination, then submit (a) Form SH-14 for change in the nomination details; (b) Form SH-14 and Declaration to Opt-out in Form ISR-3 for cancellation of existing nomination. Copies of Form SH-14 & Form ISR-3 are available on the website of the Company and RTA.*
- 5. Submit Bank Account details (Name of Bank with Branch address, account number, IFS Code) to our RTA.*
- 6. Submit Contact Details i.e., Postal address with PIN, Mobile Number and Email Address to our RTA. (You are requested to kindly update your Email Id and Mobile No. with our RTA for records as well as for receiving communication by electronic means.)*

\* All forms mentioned above and other relevant information are also available on the website of the company ([www.scagrotech.in/](http://www.scagrotech.in/) and [www.skylinerta.com](http://www.skylinerta.com)).

The Company has already sent the draft letter in which all Forms for UPDATION OF PAN, KYC, NOMINATION AND BANK DETAILS ETC. detail mentioned please submit these duly filled forms to our RTA i.e. SKYLINE FINANCIAL SERVICES PRIVATE LIMITED

All shareholders, who have not yet dematerialized their shares, are also advised to get their shares converted into demat / electronic form.

19. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
20. Pursuant to the requirement of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Annual report..
21. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participant in case the shares are held by them in electronic form and with Company's RTA in case the shares are held by them in physical form. This may be considered as an advance opportunity to the members to register their e-mail address and changes therein as required under Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/RTA, M/s Skyline Financial Services Pvt. Ltd. Address at D-153A, Okhla Phase 1, NewDelhi-110020 Contact : 011-40450193-97 & 011-26812682-83 Email id: [admin@skylinerta.com](mailto:admin@skylinerta.com).
24. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday September 22, 2023. Members are eligible to cast vote only if they are holding shares as on that date and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
25. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice.
  - a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [sheel102@gmail.com](mailto:sheel102@gmail.com)/[viren@skylinerta.com](mailto:viren@skylinerta.com)(RTA email id).
  - b) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
  - c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository
26. **INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**
27.
  - a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business set out in the Notice to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  - b). Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 22<sup>nd</sup> September, 2023.
  - c). The Board of Directors of the Company has appointed M/s Gulista & Associates Company Secretaries, CS Gulista as the Scrutinizer to scrutinize the remote E-Voting process and poll at the Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
  - d) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Stock Exchange viz. BSE Limited.

**C) The instructions for members for remote e-voting are as under:**

  - i) The remote e-voting period begins on at 10.00 a.m. on Monday, the 25th September, 2023 and ends at 5:00 p.m. on Friday, the 29th September, 2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22<sup>nd</sup> September, 2023 may cast their vote electronically (i.e. by remote e-voting). The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
  - ii) Pursuant to SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility. In order to increase the efficiency of the voting process, all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants, able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Pursuant to said SEBI Circular, login method for e-Voting and joining virtual meetings for Individual Members holding securities in Demat mode is given below:



Types of members	Login Method
Individual Shareholders Holding securities in Demat mode with CDSL	<p>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi .</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>a) If you are already registered for NSDL IDEAS facility, please visit the eservices website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>b) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDEAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participant	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.**

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on Shareholders /Members

Now Enter your User ID

a. For CDSL: 16 digits beneficiary,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(ii) Next enter the Image Verification as displayed and Click on Login.

(iii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(iv) If you are a first time user follow the steps given below:

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

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
-----	---

- v) After entering these details appropriately, click on "SUBMIT" tab.
- vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach "Password Creation menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.  
After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xiv) Facility for Non – Individual Shareholders and Custodians –Remote Voting
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [sheel102@gmail.com](mailto:sheel102@gmail.com) if they have voted from individual tab & not uploaded same in the CDSL e- voting system for the scrutinizer to verify the same.

**Registered Office :**  
**RZ-1484/28,GF**  
**TughalabadExt.**  
**NewDelhi-110019**  
**Date: 30.08.2023**

**By Order and on behalf of the Board of Directors**  
**For SC Agrotech Ltd.**

**Sd/-**  
**Vijay Shankar Thakur**  
**(Whole Time Director)**

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote, e-member will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **8 days prior to meeting i.e. by 21<sup>st</sup> September 2023** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [sheel102@gmail.com](mailto:sheel102@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@skylinerta.com](mailto:info@skylinerta.com)

2. For Demat shareholders - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@skylinerta.com](mailto:info@skylinerta.com)

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022- 23058542/43.

- (i) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/43.

ANNEXURE TO THE NOTICE

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT**

**Item 3**

**Sell the Undertaking of the Company under Section 180 (1)(a) of the companies act 2013.**

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment or re-enactment made thereof, the provisions of the articles of association of the company, the provisions of SEBI (LODR) and such other approvals, consent and permission from the appropriate authorities and subject to the approval of shareholders in Annual general meeting, consent of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to sell, lease or otherwise dispose off the portion of the land. Board of Directors of the Company be and is hereby severally authorized to take all necessary steps for giving effect to the aforesaid resolution.

**Item 4**

**Pursuant to Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 requires the prior approval of the members for specified transactions with Related Parties beyond threshold limits.**

Your Company from time to time renders and avails various services which may include sale and purchase from / to such Related Parties.

Since, the transaction value for such services may exceed the prescribed threshold limits as prescribed under Sec 188 of the Act and the Rules made there under, therefore, as a matter of abundant precaution, the proposal is being put before the members of the Company for their approval, despite being on arm's length basis and in ordinary course, provisions of Section 188 are not applicable. The disclosures required to be provided under the provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 are given herein below for perusal of the members.

Sr No	Name of the related party and its relation	Nature of transaction	Transaction value proposed
1	Greenium (Promoter's relative)	Plant Sale & Purchase	30 Lakh (Approx)
2	Jayshree Investment Pvt Ltd (promoter)	Purchase of Asset/Loan	1 Crore (Approx)
3	Sheela Maheshwari	Rent Service	5 lakh Approx

**RESOLVED FURTHER THAT Director (Finance) and/or the Company Secretary of the Company be and is hereby authorized to take all such act as, matters and things as may be deemed necessary or expedient for giving effect to this resolution."**

**Registered Office :**  
**RZ-1484/28,GF**  
**TughalabadExt.**  
**NewDelhi-110019**  
**Date: 30.08.2023**

**By Order and on behalf of the Board of Directors**  
**For SC Agrotech Ltd.**

**Sd/-**  
**Vijay Shankar Thakur**  
**(Whole Time Director)**

**Annexure-1 to item 2 of the Resolution**

***Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting  
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and  
Secretarial Standard 2 on General Meetings]***

<i>Name of the Director</i>	<i>SMT. HEMLATA RAJORA</i>
<i>Din No</i>	<i>08755020</i>
<i>Fathers Name</i>	<i>Sh. Raghbir Singh Rajora</i>
<i>Date of Birth</i>	<i>18/08/1982</i>
<i>Date of Appointment</i>	<i>08.06.2020</i>
<i>Nationally</i>	<i>Indian</i>
<i>Educational Qualification</i>	<i>MBA</i>
<i>Experience &amp; Expertise</i>	<i>Extensive knowledge &amp; experience in the field of Agriculture, Horticulture and Plant propagation</i>
<i>Disclosure of relationship between directors inter-se</i>	<i>NIL</i>
<i>Chairman/ Member in the committees of Board of other Companies in which he/she is the Director</i>	<i>NIL</i>
<i>Shareholding in Company (Number &amp; %)</i>	<i>NIL</i>

## DIRECTOR'S REPORT

TO

**THE MEMBERS  
SC AGROTECH LIMITED**

Your directors have Pleasure in presenting the 33<sup>rd</sup> Annual Report together with audited statement of accounts for the year ended 31<sup>st</sup> March, 2023.

### **Financial Performance: -**

(Amount in Rs.)

Particulars	As on 31.03.2023	As on 31.03.2022
<b>Income</b>		
Revenue from operations (gross)	886830	2717250
Other Income	29862483	4508217
<b>Total Income</b>	<b>30749313</b>	<b>7225467</b>
<b>Expenses</b>		
Purchase(COGS)	1282270	1420000
Employee benefits expense	3263403	2986986
Depreciation and amortization expenses	141068	141068
Other expenses	6223256	2559823
<b>Total Expenses</b>	<b>10909996</b>	<b>7107876</b>
<b>Profit (loss) before exceptional and extraordinary items and tax</b>	<b>19839317</b>	<b>117590</b>
<b>Less: Exceptional Items &amp; Current Tax</b>		
1. Prior Period Tax Credit		
2. Current year tax Exp		
<b>Less:-MAT credit entitlement</b>		
<b>EARLIER YEARS</b>		<b>13822</b>
<b>DEFERRED TAX</b>	<b>(18721)</b>	<b>(17163)</b>
<b>Profit/(loss) after Tax and exceptional Items</b>	<b>19858038</b>	<b>120931</b>

### **FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

During the year the company has earned a profit of Rs. 198.58 lakh as compared to previous year of profit Rs 1.20 lakh during the period under review.

### **INDIAN ACCOUNTING STANDARDS (Ind AS)**

The Financial Results for the year 2022-23 have been prepared in accordance with Ind AS, prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under and the other recognized accounting practices and policies to the extent applicable. The Financial Results for all the periods of 2022-23 presented have been prepared in accordance with Ind AS.

### **Public Deposits**

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

### **DIVIDEND**

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

### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since no dividend was declared in the last year, the provisions of Section 125 of the Companies Act, 2013 does not apply.

### **Share Capital:**

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

**PROCEEDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016**

There are no proceedings initiated by the Company or against the Company.

**ONE TIME SETTLEMENTS**

The Company has not undergone any OTS (One Time Settlement).

**INVESTOR SERVICES**

The Company is committed to provide the best services to the shareholder/investors. M/s Skyline Financial Services Private Limited, New Delhi is working as Registrars and Share Transfer Agents (RTA) of the Company for transfer, dematerialization of shares and other investor related services. No correspondence/ enquiry from any shareholder/investor is pending with the company for reply.

**DIRECTORS AND KMP:**

<b>Name of Director</b>	<b>Designation</b>
Sh. Vijay Shankar Thakur	Whole time Director /Executive Director
Sh. Netra Pal	Non executive Independent Director
Sh. Sharad Ratan	Non Executive Independent Director
Smt. Hemlata Rajora	Woman director
Sh. Amit Sehgal	Chief Financial officer
Sh Amit kumar	Company Secretary

➤ **DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- i) *That in the preparation of the annual accounts for the financial year ended 31st March 2023 the applicable accounting standards has been followed along with proper explanations if any relating to material departures.*
- ii) *That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the statement of affairs of the Company at the end of the financial year and the Profit/ Loss of the Company for the year under review.*
- iii) *That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.*
- iv) *That the Directors have prepared the annual accounts ongoing concern basis.*
- v) *That the Directors, have laid down the Internal Financial control to be followed by the Company and that such internal Financial Controls are adequate and were operating effectively.*
- vi) *That the Director have devised proper system to ensure compliance with the provision of all applicable law that such system was adequate and operating effectively.*

**DECLARATION FROM INDEPENDENT DIRECTOR**

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

**SECRETARIAL AUDIT REPORT**

*Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and remuneration of managerial persons) rules, 2014, the Company has appointed M/s Gulista & Associates Company Secretaries, CS Gulista (M. No. 49402, COP No. 24089) to undertake the Secretarial Audit of the Company for the financial period 2022-23*

*The Secretarial Audit report for the financial period ended 31<sup>st</sup> march, 2023 is attached as Annexure- A of this Board's report. The Secretarial Audit report does not contain any qualification, reservation or adverse remark.*

### **CORPORATE SOCIAL RESPONSIBILITY:**

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

### **RISK MANAGEMENT POLICY:**

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

### **FIXED DEPOSITS:**

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

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

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

### **RELATED PARTIES TRANSACTIONS**

Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC2 is not applicable. The Policy on dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: [www.scagrotech.in](http://www.scagrotech.in)

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

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

### **CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE:**

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

### **MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF FINANCIAL YEAR**

There are no material changes and commitments noticed by the Board between the end of Financial year of the Company i.e. March 31, 2023 and the date of this report.

### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

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

### **LISTING**

The Equity Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE) having nation-wide trading terminals. Annual listing fee for the Financial Year 2022-23 has been paid to BSE Limited.



**STATUTORY AUDITORS:**

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

**EXTRACT OF ANNUAL RETURN:**

*Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2023 is available on the Company's website on www.scagrotech.in.*

**GENERAL DISCLOSURE**

*Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review.*

- *Details relating to Deposits covered under Chapter V of the Act.*
- *Issue of Equity Shares with Differential Rights, as to dividend, voting or otherwise.*
- *Issue of shares with including sweat equity shares to employees of the company under any scheme.*
- *No significant or material order was passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operation in the future.*
- *The Company has Complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013*
- *During the year under review, there were no case(s) filed pursuant to Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013.*

**ACKNOWLEDGEMENT:**

*Your Directors wish to express their grateful appreciation for the valuable support and cooperation received from sub-brokers, business associates, vendors, bankers, financial institutions, investors, stakeholders, registrar and share transfer agent, other business affiliates and media.*

*The Board places on record its sincere appreciation towards the Company's valued customers for the support and confidence reposed by them in the organization and the stakeholders for their continued co-operation and support to the company and look forward to the continuance of this supportive relationship in future.*

*Your Directors also places on record their deep sense of appreciation for the devoted services of the employees during the period under review.*

**FOR AND ON BEHALF OF THE BOARD  
For SC AGROTECH LIMITED**

*Place: New Delhi  
Date: 30.08.2023*

*sd/-  
Vijay Shankar Thakur  
Executive/Whole Time Director*

**ANNEXURE TO THE DIRECTOR'S REPORT**

*Information Under Section 134 (3) (m) of the Companies Act, 2013 read with Company (Disclosure of Particulars in the Report of the Directors) Rule, 1988 and forming part of the Directors Report for the year ended 31<sup>st</sup> March 2023.*

**1. CONSERVATION OF ENERGY:**

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

**2. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION**

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

**3. FOREIGN EXCHANGE EARNING AND OUTGO.**

*Foreign Exchange Earning and outgo during the year is NIL.*

**CFO AND COMPLIANCE OFFICER CERTIFICATION**

To

The Board of Directors  
SC Agrotech Limited  
Rz-1484/28 ground floor tughlakabd  
Extn New Delhi-110019

Dear Sir,

Sub: Compliance certificate as per Regulation 17(8) of the listing regulations

We, Mr. Amit Sehgal , CFO and Mr. Amit kumar Company Secretary & Compliance officer of SC AGROTECH LIMITED, to the best of our knowledge and belief , certify that:

We have reviewed the financial results and the cash flow statement of SC AGROTECH LIMITED for the financial year ended 31 March 2023, and that to the best of our knowledge and belief:

- a) Do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
1. We also certify that based on our knowledge and information provided to us, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
  2. 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.
  3. We have indicated to the Auditors and the Audit Committee.
    - a. Significant change in internal control over financial reporting during the year.
    - b. Significant changes in accounting policies during the year and that the same have been disclosed in notes to the financial statements; and
    - c. Instances of significant fraud of which we have become aware and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

*Declaration*

(As required under Regulation 26(3) and 34(3) read with Schedule V(D) of the Listing Regulations in relation to Code of Conduct). I, Mr. Amit Sehgal CFO , SC AGROTECH LIMITED hereby declare that to the best of my knowledge and belief, all Board members and senior management personnel have affirmed compliance with the Company's code of conduct for the year ended 31st March, 2023.

Date : 30.08.2023  
Place: New Delhi

Mr. Amit Sehgal  
CFO

Mr. Amit kumar  
Company Secretary and Compliance officer

**SECRETARIAL AUDIT REPORT (MR-3)**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2023**  
(Pursuant to Section 204(1) of the Company Act, 2013 and rule No.9 of the Companies Act  
(Appointment and remuneration personal Rule, 2014)

To,

**The Members,**  
**SC Agrotech limited**  
**Regd. Add: RZ-1484/28, GF,**  
**Tughlakabad Ext.New Delhi-110019**

We have conducted the secretarial audit of the Compliance of applicable statutory provision and adherence to good corporate practices by SC Agrotech limited hereinafter called the company Secretarial Audit was conducted in manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing of opinion thereon.

Based on our verification of the Company M/s SC Agrotech limited books, papers, Minute Books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, Its officers, agents and authorised representative during the conduct of Secretarial Audit, We hereby report that in my opinion, the company has, during the Audit period covering the financial year ended 31<sup>st</sup> March 2023 complied with the Statutory Provision listed hereunder and also that the Company has proper Board –Process and compliance mechanism in place to the extent, in the manner and subject to the reporting made here in after:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company M/s SC AGROTECH LIMITED for the financial year ended on 31<sup>st</sup> March, 2023 according to the provision of:

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

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
  - (ii) The Listing Agreement entered into by the Company with the Stock Exchange
- During the period under review the Company has complied with the Provision of the Act, Rules, regulations, guidelines, standards etc. mentioned above subject to the following observations:

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

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

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

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

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

1. No Buy Back of Securities is being done.
2. No redemption /Buy Back of Securities has been done during this financial year ended 31.03.2023
3. No Dividend has been paid during the financial year.
4. All Compliance has been done on timely basis. Maintaining adequate Board and appointed Woman Director and Independent Director in the board as per applicable provision of the Companies Act 2013.

**FOR GULISTA & ASSOCIATES**

**Place: New Delhi**  
**Date: 30.08.2023**  
**UDIN: A049402E000894367**

SD/-  
**Gulista**  
**Company Secretary**  
**M.No 49402**  
**COP 24089**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Regulation 34(3) and Schedule V Para C clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**The Members of,  
SC Agrotech limited  
New Delhi-110019**

*I/ We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SC AGROTECH LIMITED having having registered office New Delhi (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

*In my/our opinion and to the best of my / our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.*

<i>Name of Director</i>	<i>Din number</i>	<i>Date of Appointment</i>
<i>SH. VIJAY SHANKAR THAKUR</i>	<i>09720062</i>	<i>29.08.2022</i>
<i>SMT HEMALATA RAJORA</i>	<i>08755020</i>	<i>08.06.2020</i>
<i>SH. SHARAD RATAN</i>	<i>08719831</i>	<i>16.03.2020</i>
<i>SH. NETRAPAL</i>	<i>09259717</i>	<i>31.07.2021</i>

*Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate 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 GULISTA & ASSOCIATES

*Place: New Delhi  
Date: 30.08.2023  
UDIN: A049402E000894367*

*SD/-  
Gulista  
Company Secretary  
M.No 49402  
COP 24089*

**CORPORATE GOVERNANCE:  
REPORT ON CORPORATE GOVERNANCE**

**Annexure-B**

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

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

**BOARD OF DIRECTORS:**

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

During FY 2022-23, Seven (5 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: 30.05.2022, 14/08/2022, 29.08.2022, 14.11.2022, 13.02.2022,  
and the gap of the Two board meeting is not more than four month (120 days).

Name of Director	Category	Board Meeting	Whether presented in the Previous AGM held on 30.09.2022 Y for Yes, N for No.
SH. VIJAY SHANKAR THAKUR	EXECUTIVE DIRECTOR / WTD	2	Y
SMT HEMALATA RAJORA	WOMAN DIRECTOR/INDEPENDENT DIRECTOR	5	Y
SH. SHARAD RATAN	INDEPENDENT DIRECTOR	5	N
SH. NETRAPAL	INDEPENDENT DIRECTOR	5	Y
SH. AMIT SEHGAL	CHIEF FINANCIAL OFFICER	5	Y
SH. AMIT KUMAR	COMPANY SECRETARY	5	Y

The Composition and Category of Director as on 31.03.2023 is as follows.

**Code of conduct:**

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

**AUDIT COMMITTEE:**

Pursuant to the SEBI (LODR) Regulation, 2015 set up the Audit Committee and the total strength of the Audit Committee is Three (3). The said committee was constituted to exercise powers and discharge function as stipulated in Regulation 27 of LODR, 2015 of the Listing Agreement, and other relevant statutory and regulatory provisions.

The constitution of the Audit Committee and the attendance of each member of the Committee is given below:-

Name of the Members	Designation
Vijay Shankar Thakur	Whole time Director/Executive Director
Netrapal	Independent Director
Sharad Ratan	Independent Director

**REMUNERATION COMMITTEE:**

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

Name of the Members	Designation
Vijay Shankar Thakur	Whole time Director/Executive Director
Netrapal	Independent Director
Sharad Ratan	Independent Director

**SHARE HOLDERS / SHARE TRANSFER COMMITTEE:**

Under Regulation 20(1) & (2) of SEBI ( Listing Obligation & Disclosure Requirement), Regulation, 2015, set up the Stake Holder Committee for the financial year 2022-23 and the total strength of the Stake Holder Committee is Three. Board has constituted stake holder committee. In the year 2022-23 The Company has redressed all the Complaints/ grievances within the stipulated times.

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

**SEBI COMPLAINTS REDRESS SYSTEM (SCORES):**

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

The Status of the total complaints received during the FY 2022-23 are as follows -

Type	No of Complaint
Complaints received from the shareholder through SEBI and other statutory body	0
Complain received from shareholder direct to the company	0
Complaints redressed out of the above	0
Pending Complaints received as on 31.03.2023	0

**Compliance of Insider Trading Norms:**

Company has adopted the code of internal procedures and thus complies with the insider trading norms. General Shareholder's information

**AGM DATE & TIME : 30.09.2023 , 11:00 A.M**

**VENUE: Regd Office of the company**

**Financial year ending:- 31.03.2023.**

**Book closure date:** 23<sup>rd</sup> September 2023 to 30<sup>th</sup> September, 2023 (both the days inclusive)

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

Other Information:

- a) Director retiring by rotation / re appointment: One Director
- b) The ISIN for the dematerialized share of the company is (ISIN No). INE895E01017
- c) Share transfer system: Share Transfer activity is being done by RTA M/s Skyline Financial Services Pvt. Ltd Address at D-153A, Okhla Phase 1, New Delhi-110020
- d) Registered Address; Rz-1484/28 Ground floor Tughlakabd Extn NewDelhi-110019  
E-mail id of the Company and Compliance officer: Sheel102@gmail.com  
Mobile No 8010562986 Website:www.scagrotech.in

**STATEMENT SHOWING DISTRIBUTION OF EQUITY SHARES AS ON :31.03.2023**

<b>DISTRIBUTION OF 5995000 EQUITY SHARE CAPITAL AS ON :31/03/2023</b>				
Share or Debenture holding N (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding A (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	17812	95.39	22677210.00	37.83
5001 To 10,000	549	2.94	4706370.00	7.85
10001 To 20,000	194	1.04	3025890.00	5.05
20001 To 30,000	43	0.23	1115690.00	1.86
30001 To 40,000	22	0.12	787360.00	1.31
40001 To 50,000	16	0.09	741100.00	1.24
50001 To 1,00,000	16	0.09	1143420.00	1.91
1,00,000 and Above	20	0.11	25752960.00	42.96
<b>Total</b>	<b>18672</b>	<b>100.00</b>	<b>59950000.00</b>	<b>100.00</b>

**Share price movements:**

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

**SHARE HOLDING PATTERN AS ON 31.03.2023**

Category	No of Share Holders	No. of shares	% of equity
<b>Promoter Group</b>			
Individual	6	2212664	36.91
Body Corporate	3	150900	2.52
<b>Total : A</b>	<b>9</b>	<b>2363564</b>	<b>39.43%</b>
<b>Public Holding</b>			
Financial Insti.	1	100	-
<b>Non Institutional</b>			
Individual	18606	3601327	60.07 %
Body Corporate/HUF/NRI/Clearing members/Others	56	30009	0.50%
<b>Total: B</b>	<b>18672</b>	<b>5995000</b>	<b>100.00</b>
<b>Total A + B</b>	<b>18672</b>	<b>5995000</b>	<b>100.00 %</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

**Registrar and Share Transfer Agent**

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

**Skyline Financial Services Private Limited –**

**Tel.: 011-26812682/83, 011-4050193 to 97**

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

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

**Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1)  
of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

**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/Wtd/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>Ceiling as per the Act</b>		

**B. REMUNERATION TO OTHER DIRCETOR/KMP**

SI No.	Particular of remuneration	Name of Directors			Total Amount
1.	<b>Independent Directors</b>	<b>Mrs hemlata Rajora</b>	<b>Mr Netrapal</b>		
	Salary		60000 Per month		
	Fee for attending board committee meetings				
	Commission	0	0	0	
	Others, please specify	0	0	0	
	Total (1)	0	0	0	
2.	<b>Other Non-Executive Directors</b>				
	Fee for attending board committee meetings	0	0	0	
	Commission	0	0	0	
	Others, please specify	0	0	0	
	Total (2)	0	0	0	
	Total (B)=(1+2)	0	0	0	
	Total Managerial Remuneration	0	0	0	
	Overall Ceiling as per the Act	0	0	0	

**A. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THANMD/MANAGER/WTD**

SI No	Particular of Remuneration	KEY MANAGERIAL PERSONNEL			
		CEO	CS	CFO	Total
1.	Gross salary		3.00 lakhs	7.80 lakhs	13.85 lakhs
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act,1961				
2	Stock Option				
3	Sweat Equity				
4	Commission –as % of profit –other(specify)				
5	Others, Please Specify				
	<b>Total(A)</b>				
	<b>Ceiling as per the Act</b>				



**Management Discussion And Analysis**

Company has diversify their business to Agriculture Sector, Including Horticulture , Organic Farming. Farmer producer companies

**Opportunities and Threat**

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

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

**Segment wise Performance-** N.A

**Human relations**

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

**Caution:**

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

**(vii) Penalties/Punishment/Compounding of offences:**

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

NIL

**Internal control System:**

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

**Caution:**

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

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

In accordance with Regulation 27 of SEBI, Listing Obligation and Disclosure Requirement, Regulation 2015 of the Listing Agreement with the Stock Exchanges, Sh. Vijay Shankar thakur, 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 31.03.2023.

Place :NewDelhi  
Date: 30.08.2023

FOR SC AGROTECHLIMITED

Sd/-  
Vijay Shankar Thakur  
Whole time Director/ Executive Director

## **INDEPENDENT AUDITOR'S REPORT**

To,

The Members of  
SC Agrotech Ltd,  
(formerly known as Sheel international Ltd)  
Delhi

### **Opinion**

1. We have audited the accompanying standalone financial statements of SC Agrotech Ltd ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("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 March 31, 2023, and total comprehensive income (comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

### **Basis for opinion**

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key audit matters**

4. Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations. We have nothing to report in this regard.

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 2023 and its profit for the year ended on that date.

**SC Agrotech Ltd,  
Independent Auditor's Report (Continued)  
Managements and Board of Director's Responsibilities for the Standalone 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.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of Directors.
- Conclude on the appropriateness of management's and Board of Directors' use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

**SC Agrotech Ltd,  
Independent Auditor's Report (Continued)  
Auditor's Responsibilities for the Audit of the Standalone Financial Statements (continued)**

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023, 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) *With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:*
    1. *On the basis of written representations received from management as on March 31, 2023, The Company is not involved in any litigations pending as at 31st March 2023 on its financial positions in its financial statements.*
    2. *The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.*
    3. *There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.*
    4. *The Management has represented that, to the best of its knowledge and belief, , no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.*
    5. *The Management has represented that, to the best of its knowledge and belief, , no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries*
    6. *Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances.*
    7. *No dividend is declared by the company during the year.*

**FOR MANOJ SANGEETA & ASSOCIATES**  
**Chartered Accountants**  
**FRN:021873N**

**CA Sangeeta Aggarwal**  
**Partner**  
**M No 514880**  
**UDIN: 23514880BGVQYG8157**  
**Place: New Delhi**  
**Date: 02.06.2023**

**SC Agrotech Ltd**  
**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) With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2023, we report the following:*

- A) The company is maintaining proper records showing full particulars, including quantitative details and situation of Fixed Assets.*
- B) The Company has maintained proper records showing full particulars of intangible assets.*

*According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.*

- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (Other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.*
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use assets) or intangible assets or both during the year.*
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.*
  - i) Physical verification of inventory has been conducted by management at reasonable interval.*
  - ii) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of business.*
  - iii) In our opinion, Company is maintaining proper records of inventory according to information and explanation given to us and no material discrepancy has been noticed.*
  - iv) 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.*
  - v) In respect of Loans, Investments, Guarantees and Security, the provisions of section 185 & 186 of the Companies Act, 2013 has been complied with.*
  - vi) 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.*
  - vii) 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.*

*Viii a) According to the information and explanation given to us and on the basis of our verification of records of the company, the company is generally regular in depositing with appropriate authorities undisputed applicable statutory dues, including value added tax, Service tax, cess and any other statutory dues applicable to it. According to the information and explanation given to us there are no material undisputed amounts payable in respect of statutory dues which have remained outstanding as on March 31st ,2023 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*

*ix. 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.*

x. The Company has not raised any money through initial public offer (including debt instruments) and no term loan has been taken during the year.

xi. 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.

xii. The company has paid remuneration to directors which are under the limit of section 197 of the Companies Act, 2013.

xiii. The clause is not applicable.

xiv. 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.

xv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

xvi. 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.

xvii. The Company is not required to be registered under section 45-IA of the RBI Act, 1934 and registration procedure is not applicable.

**FOR MANOJ SANGEETA & ASSOCIATES**  
**Chartered Accountants**  
**FRN:021873N**

**CA Sangeeta Aggarwal**  
**Partner**  
**M No 514880**  
**UDIN: 23514880BGVQYG8157**  
**Place: New Delhi**  
**Date: 02.06.2023**

## **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. ('the Company') as of 31 March 2023 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 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.*

FOR MANOJ SANGEETA & ASSOCIATES  
Chartered Accountants  
FRN:021873N

CA Sangeeta Aggarwal  
Partner  
M No 514880  
UDIN: 23514880BGVQYG8157  
Place: New Delhi  
Date: 02.06.2023

## SC AGROTECH LIMITED

Rz-1484/28, Ground Floor Tughlakabad Extn. New Delhi - 110019

CIN: L01122DL1990PLC042207

BALANCE SHEET As At 31st March 2023

(All amount are in indian rupees unless otherwise stated)

Particulars	Notes	As At 31st March 2023	As At 31st March 2022
<b>ASSETS</b>			
<b><u>NON CURRENT ASSETS</u></b>			
(A) PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS			
(I) PROPERT, PLANT AND EQUIPMENT	3	48,43,778	59,88,438
INVESTMENT	5	10,00,000	-
FINANCIAL ASSETS			
- OTHERS	4	1,25,70,000	3,70,000
<b>TOTAL NON CURRENT ASSETS</b>		<b><u>1,84,13,778</u></b>	<b><u>63,63,438</u></b>
<b><u>CURRENT ASSETS</u></b>			
FINANCIAL ASSETS			
- INVENTORIES		21,97,768	2,80,000
- TRADE RECEIVABLES	6	31,60,503	89,63,403
- CASH & CASH EQUIVALENTS	7	10,42,077	14,14,959
- LOANS	8	1,59,513	1,20,000
CURRENT TAX ASSETS (NET)	9	18,78,894	23,58,754
<b>TOTAL CURRENT ASSETS</b>		<b><u>84,38,754</u></b>	<b><u>1,31,37,116</u></b>
<b>TOTAL ASSETS</b>		<b><u>2,68,52,532</u></b>	<b><u>1,95,00,555</u></b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
EQUITY SHARE CAPITAL	10	5,99,50,000	5,99,50,000
OTHER EQUITY	11	(3,58,58,256)	(5,57,16,293)
		<b><u>2,40,91,744</u></b>	<b><u>42,33,707</u></b>
<b>NON-CURRENT LIABILITIES</b>			
FINANCIAL LIABILITIES			
- BORROWINGS	12	-	-
DEFERRED TAX LIABILITIES (NET)	13	7,71,215	7,89,935
OTHER NON-CURRENT LIABILITIES	14	10,00,000	10,00,000
		<b><u>17,71,215</u></b>	<b><u>17,89,935</u></b>
<b>CURRENT LIABILITIES</b>			
SHORT TERM BORROWINGS			
	15	-	-
FINANCIAL LIABILITIES			
- TRADE PAYABLES			
(A) TOTAL OUTSTANDING DUES OF MICRO ENTERPRISES AND SMALL ENTERPRISES; AND			
(B) TOTAL OUTSTANDING DUES OF CREDITORS OTHER THAN MICRO ENTERPRISES AND SMALL ENTERPRISES	16	5,53,762	25,46,382
- OTHER FINANCIAL LIABILITIES	17	4,35,811	1,09,30,531
CURRENT TAX LIABILITIES (NET)	18	-	-
<b>TOTAL CURRENT LIABILITIES</b>		<b><u>9,89,573</u></b>	<b><u>1,34,76,913</u></b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b><u>2,68,52,532</u></b>	<b><u>1,95,00,555</u></b>



## SC AGROTECH LIMITED

Rz-1484/28, Ground Floor Tughlakabad Extn. New Delhi - 110019

CIN: L01122DL1990PLC042207

Statement of Profit & Loss As At 31st March 2023

(All amount are in indian rupees unless otherwise stated)

Particulars	Notes	As At 31st March 2023	As At 31st March 2022
<b>CONTINUING OPERATION INCOME</b>			
Revenue from operations	19	8,86,830	27,17,250
Other income	20	2,98,62,483	45,08,217
<b>Total income</b>		<b>3,07,49,313</b>	<b>72,25,467</b>
<b>EXPENSES</b>			
Cost of Goods Sold	21	12,82,270	14,20,000
Employee benefit expenses	22	32,63,403	29,86,986
Depreciation and amortisation expenses	3	1,41,068	1,41,068
Other expenses	23	62,23,256	25,59,823
<b>Total expenses</b>		<b>1,09,09,996</b>	<b>71,07,876</b>
<b>Profit before tax from continuing operation</b>		<b>1,98,39,317</b>	<b>1,17,590</b>
Prior period items		-	-
<b>Profit before tax</b>		<b>1,98,39,317</b>	<b>1,17,590</b>
Tax expenses:			
Current tax		-	-
Less:- MAT Credit Entitlement		-	-
Earlier years			13,822
Deferred tax		(18,721)	(17,163)
<b>Profit for the year from continuing operations</b>		<b>1,98,58,038</b>	<b>1,20,931</b>
<b>Other comprehensive Income</b>			
Other comprehensive income not to be reclassified to profit & loss		-	-
Total other comprehensive income for the year		-	-
<b>Total comprehensive income for the year</b>		<b>1,98,58,038</b>	<b>1,20,931</b>
Earnings Per Share			
-Basic		3.31	0.02
-Diluted		3.31	0.02
<b>Statement on significant accounting policies</b>	1-2		
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			
<b>Notes to Accounts</b>	3-30		

**SC AGROTECH LIMITED**

Rz-1484/28, Ground Floor Tughlakabad Extn. New Delhi - 110019

CIN: L01122DL1990PLC042207

Cash Flow Statement As At 31st March 2023

(All amount are in indian rupees unless otherwise stated)

<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
<b>A. Cash flow from operating activities:</b>		
Profit before tax	1,98,39,317	1,17,590
Adjustments for:		
Depreciation and amortisation expenses	1,41,068	1,41,068
prior period tax	-	(13,822)
Interest income	(35,980)	(76,486)
Franchisee Fees	(36,00,000)	(26,00,000)
Rental Income	(30,000)	(1,57,000)
Operating profit before working capital changes	1,63,14,405	(25,88,650)
Adjustments for changes in working capital :		
- Movement in trade receivables	58,02,900	(30,64,750)
- Movement in other receivables	4,40,347	8,66,642
- Movement in inventories	(19,17,768)	(2,80,000)
- Movement in trade & other payables	(1,24,87,340)	32,46,496
<b>Cash generated from operations</b>	81,52,545	(18,20,262)
Income tax paid (net of refund)	-	-
<b>Net cash generated from operating activities</b>	81,52,545	(18,20,262)
<b>B. Cash flow from investing activities:</b>		
Franchisee Fees	36,00,000	26,00,000
Interest received	35,980	76,486
Government Bonds	(10,00,000)	
Advance for land purchase	(1,22,00,000)	
Purchase of Fixed Assets	(30,04,655)	(32,40,000)
Rent received	30,000	1,57,000
<b>Net cash used in investing activities</b>	(1,25,38,675)	(4,06,514)
<b>C. Cash flow from financing activities:</b>		
sale of Property	40,13,248	33,13,270
<b>Net cash used from financing activities</b>	40,13,248	33,13,270
<b>Net increase in cash and cash equivalents</b>	(3,72,883)	10,86,494
Cash and cash equivalents at the beginning of the year	14,14,959	3,28,465
<b>Cash and cash equivalents at the end of the year</b>	<b>10,42,076</b>	<b>14,14,959</b>

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

PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS									
PARTICULARS	Gross Block				Depreciation			Net Block	
	Value AS ON 01.04.2022	Addition	Disposal	Closing value as on 31.03.2023	Value AS ON 01.04.2022	Depreciation for 2022-23	Value as on 31.03.2023	Value AS ON 31.03.2023	Value AS ON 31.03.2022
<b>PROPERTY PLANT &amp; EQUIPMENT</b>									
Owner Occupied property									
Land	19,54,491.45	30,04,655.00	40,13,247.76	9,45,898.69	-	-	-	9,45,898.69	19,54,491.45
Flat									
Factory Building	47,14,287.00	-	-	47,14,287.00	6,80,340.00	-	6,80,340.00	40,33,947.00	40,33,947.00
	<b>66,68,778.45</b>	<b>30,04,655.00</b>		<b>56,60,185.69</b>	<b>6,80,340.00</b>	<b>-</b>	<b>6,80,340.00</b>	<b>49,79,845.69</b>	<b>59,88,438.45</b>
<b>INTANGIBLE ASSETS</b>									
Trade Mark	30,000.00	-	-	30,000.00	25,000.00	5,000.00	30,000.00	-	5,000.00
	<b>30,000.00</b>	<b>-</b>	<b>-</b>	<b>30,000.00</b>	<b>25,000.00</b>	<b>5,000.00</b>	<b>30,000.00</b>	<b>-</b>	<b>5,000.00</b>
<b>TOTAL</b>	<b>66,98,778.45</b>	<b>30,04,655.00</b>		<b>56,90,185.69</b>	<b>7,05,340.00</b>	<b>5,000.00</b>	<b>7,10,340.00</b>	<b>49,79,845.69</b>	<b>59,93,438.45</b>

#### 4 OTHER FINANCIAL ASSETS

Particulars	As At 31st March 2023	As At 31st March 2022
<b>NON CURRENT</b>		
Security deposits	3,70,000	3,70,000
Advance against property	1,22,00,000	-
<b>Total</b>	<b>1,25,70,000</b>	<b>3,70,000</b>

#### 5 INVESTMENT

Particulars	As At 31st March 2023	As At 31st March 2022
Government Bonds	10,00,000	-
<b>Total</b>	<b>10,00,000</b>	<b>-</b>

#### 6 TRADE RECEIVABLES

Particulars	As At 31st March 2023	As At 31st March 2022
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	-	-
Unsecured, considered doubtful	20,96,503	40,20,653
	<u>20,96,503</u>	<u>40,20,653</u>
Less : Allowances for bad and doubtful debts	-	-
	<u>20,96,503</u>	<u>40,20,653</u>
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	10,64,000	49,42,750
Unsecured, considered doubtful	-	-
	<u>10,64,000</u>	<u>49,42,750</u>
Less : Allowances for bad and doubtful debts	-	-
	<u>10,64,000</u>	<u>49,42,750</u>
<b>Total</b>	<b>31,60,503</b>	<b>89,63,403</b>

<b>7 CASH AND CASH EQUIVALENTS</b>				
<b>Particulars</b>	<b>As At 31st March 2023</b>		<b>As At 31st March 2022</b>	
Cash and cash equivalents				
Cash on hand		7,65,450		2,98,811
Balances with banks				
- on current accounts		<u>2,76,627</u>		<u>11,16,148</u>
		<u>10,42,077</u>		<u>14,14,959</u>
<b>Total</b>		<b><u>10,42,077</u></b>		<b><u>14,14,959</u></b>
<b>8 OTHER FINANCIAL ASSET</b>				
<b>Particulars</b>	<b>As At 31st March 2023</b>		<b>As At 31st March 2022</b>	
<u>CURRENT</u>				
<u>Deposit as security</u>		1,20,000		1,20,000
Loans & advances to staff		<u>39,513</u>		-
<b>Total</b>		<b><u>1,59,513</u></b>		<b><u>1,20,000</u></b>
<b>9 CURRENT TAX ASSETS (NET)</b>				
<b>Particulars</b>	<b>As At 31st March 2023</b>		<b>As At 31st March 2022</b>	
Deposits with Revenue authorities		18,78,894		23,58,754
Less: Provision for Income tax		-		-
		<u>18,78,894</u>		<u>23,58,754</u>
<b>10 SHARE CAPITAL</b>				
<b>Particulars</b>	<b>As At 31st March 2023</b>		<b>As At 31st March 2022</b>	
	<b>Number</b>	<b>Amount</b>	<b>Number</b>	<b>Amount</b>
Authorised share capital				
Equity shares of `10 each	65,00,000	6,50,00,000	65,00,000	6,50,00,000
Cumulative preference share of Rs. 100 each	50,000	<u>50,00,000</u>	50,000	<u>50,00,000</u>
		<u>7,00,00,000</u>		<u>7,00,00,000</u>
Issued, subscribed and paid-up share capital				
Equity shares of `10 each	59,95,000	<u>5,99,50,000</u>	59,95,000	<u>5,99,50,000</u>
<b>Total</b>		<b><u>5,99,50,000</u></b>		<b><u>5,99,50,000</u></b>
Notes:				
a) <b>Terms and rights attached to equity shares</b>				
The Company has only one class of equity shares having the par value of `10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend when proposed by the board of directors is subject to approval of the shareholders in the ensuing Annual General Meeting.				
In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after payment of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.				
b) <b>Reconciliation of equity share capital</b>				

<b>11 OTHER EQUITY</b>		
<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
<b>RETAINED EARNINGS</b>		
Surplus as per Statement of profit and loss		
Balance at the beginning of the year	(5,57,16,293)	(5,58,37,225)
Add: Profit for the year	1,98,58,038	1,20,931.49
Balance at the end of the year	(3,58,58,256)	(5,57,16,293)
	<u><b>(3,58,58,256)</b></u>	<u><b>(5,57,16,293)</b></u>

<b>12 FINANCIAL LIABILITIES</b>		
<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
<b>BORROWINGS</b>		
Unsecured	-	-
From Others	-	-
<b>Total</b>	<u><b>-</b></u>	<u><b>-</b></u>

<b>13 DEFERRED TAX LIABILITIES (NET)</b>		
<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation charged in the books.	7,71,215	7,89,935
<b>Deferred tax liability</b>	<u><b>7,71,215</b></u>	<u><b>7,89,935</b></u>

<b>14 OTHER NON CURRENT LIABILITIES</b>		
<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
Security / deposits	10,00,000	10,00,000
<b>Total</b>	<u><b>10,00,000</b></u>	<u><b>10,00,000</b></u>

(This space has been intentionally left blank)

<b>15 SHORT TERM BORROWINGS</b>		
<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
<b>Secured</b>		
<b>Unsecured</b>		
from banks	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>16 TRADE PAYABLES</b>		
<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
Due to Micro, Small and Medium Enterprises *	-	-
Others	5,53,762	25,46,382
Less Provision for impairment	-	-
<b>Total</b>	<b>5,53,762</b>	<b>25,46,382</b>
<b>17 OTHER FINANCIAL LIABILITIES</b>		
<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
<b>CURRENT</b>		
Advance from Customer	-	1,06,30,000.00
Statutory dues payable	1,13,529	21,077.94
Expenses Payable	3,22,282	2,79,452.89
<b>Total</b>	<b>4,35,811</b>	<b>1,09,30,531</b>
<b>18 CURRENT TAX LIABILITIES (NET)</b>		
<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
Provisions	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>19 REVENUES</b>		
<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
Revenue from operations		
Sale of products	8,86,830	27,17,250
<b>Total</b>	<b>8,86,830</b>	<b>27,17,250</b>
<b>20 OTHER INCOME</b>		
<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
Interest income	35,980	76,486.00
Franchisee fee	36,00,000	26,00,000.00
Profit on Sale of Fixed Assets	2,61,96,503	16,74,730.75
Rent received	30,000	1,57,000.00
<b>Total</b>	<b>2,98,62,483</b>	<b>45,08,217</b>

**21 COST OF GOODS SOLD**

<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
Opening Stock	2,80,000.00	-
Purchase of Products	31,42,000	17,00,000
<b>Direct Expenses</b>		
Freight Inward	58,037	-
Closing Stock	21,97,768	2,80,000
	<u>12,82,270</u>	<u>14,20,000</u>

**22 EMPLOYEE BENEFIT EXPENSES**

<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
Salaries & Wages	32,15,528	28,76,286
Staff Welfare	47,875	1,10,700
<b>Total</b>	<u>32,63,403</u>	<u>29,86,986</u>

**23 OTHER EXPENSES**

<b>Particulars</b>	<b>As At 31st March 2023</b>	<b>As At 31st March 2022</b>
Advertisement & Publicity Exps	28,160	22,440.00
Audit Fees	70,000	27,000.00
Abnormal Loss (Stock)	9,08,000	-
Book & Periodicals	13,10,360	-
Bank Charges	9,883	5,551.90
Business Promotion	2,62,553	3,11,594.00
Conveyance	1,93,184	1,27,944.00
Office Expenses	2,30,281	
Fees Rates & Taxes	6,56,600	43,027.90
Listing Fees	5,44,343	3,64,221.50
AGM Runnig Expenses	3,43,670	3,61,563.00
Postage, Stamps & Courier	1,351	56,124.00
Printing & Stationery	28,821	5,91,780.00
Professional Charges	7,96,934	1,02,664.37
Rent	2,40,000	2,40,000.00
Misc expenses/ write off	2,46,659	43,986.00
Telephone & Web Exps.	3,684	2,249.00
Tour & Travelling Expenses	2,11,591	1,58,544.00
Repair & Maintanance	1,37,182	1,01,133.00
<b>Total</b>	<u>62,23,256</u>	<u>25,59,822.67</u>

