

SC AGROTECH LIMITED

CIN NO:L01122DL1990PLC042207

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

CONTACT: 8010562986 EMAIL ID SHEEL102@GMAIL.COM WEBSITE: WWW.SCAGROTECH.IN

Date: 07/09/2022

To

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

Subject: Annual Report of the company SC AGROTECH LIMITED for the Financial Year 2021-2022.

Ref: Regulation 34 (1) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015.

Dear sir/ Madam

Pursuant to Regulation 34 (1) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ('Listing Regulation'), Please find enclosed herewith The 32ND Annual Report of the Company for the financial Year 2021-22 containing inter alia the Notice convening 32nd Annual General Meeting of the company to be held on Friday the 30th Sep, 2022, Board of Directors' Report with the relevant enclosures, Audited Financial Statements, Report on corporate Governance Auditor's Report etc.

This fir your kind information and records.

Thanking you

**YOUR FAITHFULLY
FOR SC AGROTECH LIMITED**



**AMIT KUMAR
COMPANY SECRETARY & COMPLIANCE OFFICER**

32nd
Annual Report
2021-22



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*
: Mrs. 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 Id : sheel102@gmail.com Mob no. 8010562986
Website: www.scagrotech.in

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NOTICE

Notice is hereby given that the 32nd Annual General Meeting (AGM) of the Members of M/S SC AGROTECH LIMITED will be held on Friday 30th day of September, 2022, 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 31st March 2022 with reports of the Directors and Auditor's thereon.
2. To approve the re-appointment of M/s Manoj Sangeeta & Associates Chartered Accountants (FRN: 021873N) as a Statutory Auditor.

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act"), M/S. Manoj Sangeeta & Associates, Chartered Accountants, (Firm Registration No.021873N) be re-appointed as Statutory Auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of this 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the audit as may be decided by the Board of Directors of the Company

SPECIAL BUSINESS:

3. **REGULARISATION OF ADDITIONAL DIRECTOR, MR. VIJAY SHANKAR THAKUR(DIN NUMBER: 09720062) BY APPOINTING HIM AS DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vijay Shankar Thakur (DIN: 09720062), who was appointed as an Additional Director of the Company with effect from August, 29, 2022 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act and Articles of Association of the Company, and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Whole time Director, be and is hereby appointed as a Director.

4. **APPOINTMENT OF MR. VIJAY SHANKAR THAKUR(DIN NUMBER: 09720062) AS WHOLE TIME DIRECTOR**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT subject to and in accordance with the provisions of Sections 196, 197, 203 and Schedule V read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members be and is hereby accorded to the appointment of Mr. Vijay Shankar Thakur (DIN: 09720062), as Whole-Time Director, designated as 'Executive Director' of the Company, liable to retire by rotation, for a term of three years effective from August 29, 2022 upon the terms and conditions including payment of remuneration, perquisites and benefits as set out in the draft of the agreement to be entered into between the Company and Mr. Vijay Shankar Thakur and main terms of which are set out hereunder, which have been approved and recommended by the Nomination and Remuneration Committee and the Board of Directors, which draft agreement is hereby approved, with liberty and power to the Board of Directors ('the Board' which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to redesignate him and/or reallocate his duties and responsibilities and to grant annual increments and to alter and vary from time to time the terms and conditions of Mr. Thakur's appointment, including the amount and type of perquisites, allowances and benefits to be provided to Mr. Thakur subject to the applicable provisions of the Act, including Schedule V thereof:

5. **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 and is hereby severally authorized to take all necessary steps for giving effect to the aforesaid resolution.

Registered Office :
RZ-1484/28,GF
TughlakabadExt.
NewDelhi-110019
Date: 29.08.2022

By Order 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. *In view of the continuing COVID-19 pandemic, the 32th Annual General Meeting (AGM) will be held on Friday, 30th September, 2022 at 11.00 A.M IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' (MCA) General Circular no. 14/2020 dated 8th April, 2020, MCA General Circular no. 17/2020 dated 13th April, 2020, MCA*
4. *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 32th AGM shall be the Registered Office of the Company. Annual Report will not be sent in physical form.*
5. *Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate members are requested to send to the Scrutinizer by email through their registered email address to at sheel102@gmail.com and to its RTA at info@skylinertia.com, a duly certified copy (PDF/JPEG format) of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Act.*
6. *In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and since this AGM is being held through VC / OAVM pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. Members have to attend and participate in the ensuing AGM through VC/OAVM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.*
7. *In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/ HO/ CFD/ CMD1/ CIR/ P/2020/ 79 dated 12th May, 2020, Notice of the AGM along with the Annual Report 2021-22 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 21-22 will also be available on the Company's website at www.scagrotech.in, website of stock exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing remote e-voting facility) at www.evotingindia.com. Annual Report will not be sent in physical form.*
8. *The Register of Members and Share Transfer Books will remain closed from 24th September, 2022 to 30th September, 2022 (both days inclusive) for the purpose of Annual General Meeting (AGM).*
9. *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 I, NewDelhi-110020
Contact : 011-40450193-97 & 011-26812682-83
Email id: admin@skylinertia.com*
10. *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.

11. 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.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred/ traded only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialize.
13. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical / dematerialized form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
14. Pursuant to the requirement of Regulation 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, the brief profile/particulars of the Directors of the Company seeking their appointment or re-appointment at the AGM are stated at the end of the Explanatory Statement annexed hereto.
15. As the AGM is to be held through VC/ OAVM, Members seeking any information with regard to the accounts or any documents, are requested to write to the Company at least 10 days before the date of AGM through email on sheel102@gmail.com. The same will be replied / made available by the Company suitably.
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. 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.
18. 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.
19. 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.
20. 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 23, 2022. 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.
21. 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 & Demat shareholders- please provide necessary details like Folio No. / DP Id-Client Id, 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 our RTA, Skyline Financial Services Private Limited on their Email id: admin@skylinerta.com.
 - b) The RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.
22. **INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:**
23.
 - 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. 23rd September, 2022.
 - c). The Board of Directors of the Company has appointed M/s Gulista & Associates Company Secretaries, CS Gulista (M. No. 49402, COP No. 24089) 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
 - c) 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 26th September, 2022 and ends at 5:00 p.m. on Thursday, the 29th September, 2022. 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. 23rd September, 2022 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) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi . 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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: https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>b) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp.</p> <p>c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participant	<p>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.</p>

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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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.

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 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:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 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.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in 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; info@epicenergy.biz, if they have voted from individual tab & not uploaded same in the CDSL e- voting system for the scrutinizer to verify the same.

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 21st September 2022** 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. 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 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 or call on 022- 23058542/43.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT

Item 3

REGULARISATION OF ADDITIONAL DIRECTOR, MR. VIJAY SHANKAR THAKUR(DIN NUMBER: 09720062) BY APPOINTING HIM AS DIRECTOR OF THE COMPANY

Mr. Vijay Shankar Thakur was appointed as an Additional Director with effect from 29th August 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. Vijay Shankar Thakur on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 3 or approval by the members of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Vijay Shankar Thakur himself, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an ordinary resolution.

Item 4

Appointment of Mr. Vijay Shankar Thakur as Whole Time Director

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on appointed Mr. Vijay Shankar Thakur (DIN: 09720062) as an Additional Director of the Company with effect from August 29, 2022 to hold office up to the date of this Annual General Meeting ('AGM') of the Company. A notice in writing, under Section 160 of the Companies Act, 2013 ('the Act'), has been received from a Member proposing the candidature of Mr. Vijay Shankar for the office of Director of the Company. Mr. Vijay Shankar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Further, at the same meeting, the Board of Directors appointed Mr. Vijay Shankar Thakur as a Whole-Time Director, designated as 'Executive Director' of the Company for a term of three years effective from August, 29, 2022 liable to retire by rotation, and approved the terms and conditions of his appointment, including payment of remuneration, subject to approval of the Members at the AGM. Further details relating to Mr. Vijay Shankar Thakur as required to be provided pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 (Secretarial Standards on General Meetings) are provided as Annexure 2 to this Notice. Except Mr. Vijay Shankar, and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item 5

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.

Annexure-1

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	SH VIJAY SHANKAR THAKUR
<i>Din No</i>	09720062
<i>Fathers Name</i>	SH KAMAKSHYA THAKUR
<i>Date of Birth</i>	02/01/1978
<i>Date of Appointment</i>	29/08/2022
<i>Nationally</i>	Indian
<i>Educational Qualification</i>	M.SC BIOTECHNOLGOY
<i>Experience & Expertise</i>	Extensive knowledge& experience in the field of Agriculture, Horticulture and Plant propogation
<i>Disclosure of relationship between directors inter-se</i>	NIL
<i>Chairman/ Member in the committees of Board of other Companies in which he/she is the Director</i>	NIL
<i>Shareholding in Company (Number & %)</i>	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 2022, 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.

Date : 30th June 2022
Place: New Delhi

Mr. Amit Sehgal
CFO

Mr. Amit kumar
Company Secretary and Compliance officer

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, 2022.

Date: 30th JUNE, 2022
PLACE: NEW DELHI

Mr. Amit Sehgal
CFO

DIRECTOR'S REPORT

TO

**THE MEMBERS
SC AGROTECH LIMITED**

Your directors have Pleasure in presenting the 32nd Annual Report together with audited statement of accounts for the year ended 31st March, 2022.

Financial Performance: -

(Amount in Rs.)

Particulars	As on 31.03.2022	As on 31.03.2021
Income		
Revenue from operations (gross)	2717250	1377500
Other Income	4508217	7279628
Total Revenue	7225467	8657128
Expenses		
Purchase(COGS)	1420000	1357500
Employee benefits expense	2986986	2339536
Depreciation and amortization expenses	141068	141068
Other expenses	2559823	4236007
Total Expenses	7107876	8079292
Profit (loss) before exceptional and extraordinary items and tax	117590	577836
Less: Exceptional Items & Current Tax		
1 Prior Period Tax Credit		
2. Current year tax Exp		90144
Less:-MAT credit entitlement		
EARLIER YEARS	13822	
DEFERRED TAX	(17163)	(15416)
Profit/(loss) after Tax and exceptional Items	120931	503108

Change in the Nature of Business, if any

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

OPERATIONS AND FUTURE PLANS:

The operations for the year under review show Profit before tax of Rs. 503108 for previous financial year and Rs 120931 for the financial year 2021-22

Public Deposits

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

DIVIDEND:

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

Share Capital:

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

DIRECTORS AND KMP:

Name of Director	Designation
Sh. Vijay Shankar Thakur	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

Mr. Rahul gupta has been resigned from the post as Executive Director w.e.f 06th May 2022

➤ **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 2022 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 2021-22.

The Secretarial Audit report for the financial period ended 31st march, 2022 is attached as Annexure- A of this Board's report. The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

CORPORATE SOCIAL RESPONSIBILITY:

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

RISK MANAGEMENT POLICY:

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

FIXED DEPOSITS:

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

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

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE:

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

MATERIAL CHANGES AND COMMITMENTS AFTER THE END OF FINANCIAL YEAR

There are no material changes and commitments noticed by the Board between the end of Financial year of the Company i.e. March 31, 2022 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 2020-22 has been paid to BSE Limited.

STATUTORY AUDITORS:

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

EXTRACT OF ANNUAL RETURN:

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

ACKNOWLEDGEMENT:

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

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

Place: New Delhi
Date: 29.08.2022

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 31st March 2022.

1. CONSERVATION OF ENERGY:

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

2. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION

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

3. FOREIGN EXCHANGE EARNING AND OUTGO.

Foreign Exchange Earning and outgo during the year is NIL.

SECRETARIAL AUDIT REPORT (MR-3)
FOR THE FINANCIAL YEAR ENDED 31.03.2022
(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 31st March 2022 complied with the Statutory Provision listed hereunder and also that the Company has proper Board –Process and compliance mechanism in place to the extent, in the manner and subject to the reporting made here in after:

We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the Company M/s SC AGROTECH LIMITED for the financial year ended on 31st March, 2022 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/Debtenture /Sweat Equity Shares during the period under review.

1. No Buy Back of Securities is being done.
2. No redemption /Buy Back of Securities has been done during this financial year ended 31.03.2022
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: 17.08.2022
UDIN: AO49402D000809711

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 2021-22, Seven (7) 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: 30/06/2021, 31/07/2021, 14/08/2021, 07/09/2021, 07/12/2021, 05/02/2022, 18/02/2022, and the gap of the Two board meeting is not more than four month (120 days).

Name of Director	Category	Board Meeting	Date of Appointment	Date of Cessation	Whether presented in the Previous AGM held on 29.09.2021 Y for Yes, N for No.
SH. VIJAY SHANKAR THAKUR	EXECUTIVE DIRECTOR / WTD		29.08.2022		N
SMT HEMALATA RAJORA	WOMAN DIRECTOR/INDEPENDENT DIRECTOR	7	08.06.2020		Y
SH. SHARAD RATAN	INDEPENDENT DIRECTOR	7	16.03.2020		N
SH. NETRAPAL	INDEPENDENT DIRECTOR	7	31.07.2021		Y
SH. AMIT SEHGAL	CHIEF FINANCIAL OFFICER	1	24.04.2019		Y
SH. AMIT KUMAR	COMPANY SECRETARY	2	05.02.2022		N
SH RAHUL GUPTA	WHOLE TIME DIRECTOR	7	29.07.2021	06.05.2022	Y

The Composition and Category of Director as on 31.03.2022 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
Rahul Gupta (Resigned on 06.05.2022)	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
Rahul Gupta (Resigned on 06.05.2022)	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 2021-22 and the total strength of the Stake Holder Committee is Three. Board has constituted stake holder committee. In the year 2021-22. 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 2021-22 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 31.03.2022	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 : 30.09.2022

VENUE: Regd Office of the company

Financial year ending:- 31.03.2022.

Book closure date: - 24th September 2022 to 30th September, 2022 (both the days inclusive)

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

Other Information:

a) Director retiring by rotation / re appointment: NA

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

c) Share transfer system: Share Transfer activity is being done by RTA M/s Skyline Financial Services Pvt. Ltd Address at D-153A, Okhla Phase 1, 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 :31.03.2022

SC AGROTECH LIMITED				
DISTRIBUTION OF 5995000 EQUITY SHARE CAPITAL AS ON :31/03/2022				
Share or Debenture holding Nominal Value (Rs.)	Number of Shareholders	% to Total Numbers	Share or Debenture holding Amount (Rs.)	% to Total Amount
1	2	3	4	5
Up To 5,000	17748	95.38	22849480.00	38.11
5001 To 10,000	556	2.99	4767920.00	7.95
10001 To 20,000	191	1.03	2972060.00	4.96
20001 To 30,000	41	0.22	1048920.00	1.75
30001 To 40,000	22	0.12	793730.00	1.32
40001 To 50,000	16	0.09	743400.00	1.24
50001 To 1,00,000	15	0.08	1156810.00	1.93
1,00,000 and Above	19	0.10	25617680.00	42.73
Total	18608	100.00	59950000.00	100.00

Share price movements:

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

SHARE HOLDING PATTERN AS ON 31.03.2022

Category	No of Share Holders	No. of shares	% of equity	Physical	Dematerialization
Promoter Group					
Individual	6	2212664	36.91	Nil	2212664
Body Corporate	3	150900	2.52	Nil	150900
Total : A	9	2363564	39.43%	Nil	2363564
Public Holding	1	100	Nil	100	Nil
Financial Institutional					
Non Institutional Individual	18543	3602602	60.09 %	3020100	582502
Body Corporate/HUF/NRI	55	28734	0.48%	12700	16034
Total: B	18599	3631436	60.57	3032900	598536
Total A + B	18608	5995000	100.00 %	3032900	2962100

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

Registrar and Share Transfer Agent

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

Skyline Financial Services Private Limited

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

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

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

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,
SC Agrotech Limited

We have examined the compliance of the conditions of Corporate Governance by SC AGROTECH LIMITED (Formerly Known as Sheel International Ltd) for the year 31st March 2022 as stipulated in Regulation 27 of SEBI LODR, 2015 of the Listing Agreement with the Stock Exchanges.

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

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

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

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

Place: New Delhi
Date: 29.05.2022

For Manoj Sangeeta & Associates
Chartered Accountant
(Frn-021873N)
Sd/-
Sangeeta kumar
Membership No. 514880

PRACTISING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,
SC Agrotech Limited

We have examined the compliance of the conditions of corporate Governance by SC Agrotech Limited (Formerly Known as Sheel International Limited) for the year ended March 31st , 2022 as in Regulation 27 of SEBI LODR, 2015 of the Listing Agreement of the Company.

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

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

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

For Gulista & Associates
Practicing Company Secretaries
Sd/-
Gulista
Company Secretary
M.No-49402
CP No.24089

Management Discussion And Analysis

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

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*

Out Look

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

Internal control System:

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

Human relations

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

Caution:

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

EXTRACT OF ANNUAL RETURN (MGT-9)
As on the financial year ended 31.03.2022

(Annexure-C)

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

Registration and Other Details:

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

II. Principal Business Activities of the Company

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

S.No	Name and Description of Main Products/Services	NIC code of the Product/Service	% to total turnover of the company
1.	Leasing Franchisee fees(other Income)	77400	49%
2.	Sale of Plants	47734	51%

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

(i) Category-wise Shareholding

Sr No	Category of Holder	Number of Shares held beginning of the year				Number of Shares held at the end of the year				
		Demat	Physical	Total	% of Total	Demat	Physical	Total	% Total Shares	% change during the year
A	Indian									
	Shareholding of Promoter & promoter company									
1	Indian									
a)	Individual/Huf	2212664	0	2212664	36.91	2212664	0	2212664	36.91	-
b)	Cent. Govt./State. Govt.	0	0	0	0	0	0	0	0	-
c)	Body corporates	150900	0	150900	2.52	150900	0	150900	2.52	-
e)	FII/BANKS	0	0	0	0	0	0	0	0	-
f)	Any other. specify				0				0	-
	Sub total (A)(1)	2363564	0	2363564	39.43	2363564	0	2363564	39.43	-
2	Foreign	0	0	0	0	0	0	0	0	-
a)	Individual/NRI	0	0	0	0	0	0	0	0	0
b)	Body Corporate	0	0	0	0	0	0	0	0	0
c)	Institutional	0	0	0	0	0	0	0	0	0
d)	Any other , Specify	0	0	0	0	0	0	0	0	0
	Sub total (A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding Promoters & Promoters Group=A(1)+A(2)	2363564	0	2363564	39.43	2363564	0	2363564	39.43	0
B	Public Shareholding									
1	Institutional									
a)	MF/UTI									
b)	FII/BANKS	0	100	100	0	0	100	100	0	0
c)	Central Govt./State. Govt.									
d)	Any others, Specified									
	Sub-Total B(1)	0	100	100	0	0	100	100	0	0
B2	Non Institutional									
a)	Body corporate	8201	12800	21001	0.35	8202	12700	20902	0.35	0
b)	Individual									
i	Individual Shareholders Holding Nominal Share Capital up to Rs 2 lakh	351451	3020100	3371551	56.23	512267	2997300	3509567	58.54	2.30

	Individual Shareholders holding nominal share capital in excess of Rs2 Lakh	207534	22900	230434	3.84	70235	22800	93035	1.55	2.29
(C)	Any other (specify)(NRI)	1000	0	1000	0.02	1000	0	1000	0.02	0
(C-i)	HUF	7200	0	7200	0.12	6460	0	6460	0.11	0.01
(C-ii)	Clearing Member	150	0	150	0	372	0	372	0	0
	Sub-Total(B)(2)	575536	3055800	3631336	60.57	598536	3032800	3630964	60.57	0
(B)	Total Public Shareholding(B1+B2)	575536	3055900	3631436	60.57	598536	3032900	3631904	60.57	0
	Total(A)+(B)	2939100	3055900	5995000	100	2939100	3055900	5995000	100	0
(c)	Share held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
1	Promoter and Promoter group	0	0	0	0	0	0	0	0	0
	Public	0	0	0	0	0	0	0	0	0
	Sub-Total(C)	0	0	0	0	0	0	0	0	0
	Grand Total(A)+(B)+(C)	2939100	3055900	5995000	100	2939100	3055900	5995000	100	0

(ii) Share Holding of Promoters

Sr. No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holder during the year
		No. of Shares	% of total share of the company	% of shares pledge	No. of Shares	% of total share of the company	% of shares pledge	
1	Sanjay Chandak	108713	1.81	0	108713	1.81	0	0
2	Sanjay Chandak HUF	12362	0.21	0	12362	0.21	0	0
3	S.N Chandak(huf)	38998	0.65	0	38998	0.65	0	0
4	Sumeet Chandak	79800	1.33	0	79800	1.33	0	0
5	Sheela Maheshwari	648980	10.83	0	648980	10.83	0	0
6	Satya Narayan Chandak	1323811	22.08	0	1323811	22.08	0	0
7	Vitro Biotechnologies Ltd	46900	22.01	0	46900	22.01	0	0
8	Jayshee Investments Ltd.	4000	0.78	0	4000	0.78	0	0
9	Sheel Biotech Ltd	100000	0.07	0	100000	0.07	0	0
	Total	2359114	39.43	0	2359114	39.43	0	0

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

Sr.No	Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of the year of the year		% Change in share holder during the year
		No. of Shares	% of total share of the company	No. of Shares	% of total share of the company	
	NIL	NIL	NIL	NIL	NIL	NIL

(iv) Share holding of Director and key Managerial Personnel:

Sr. No		Shareholding at the beginning of the year		Shareholding at the end of the year of the year		% Change in share holder during the year
		No. of Shares	% of total share of the company	No. of Shares	% of total share of the company	
	For Each of the Director & KMP					-

(v) Indebtness (Rs In lakhs)

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

Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness

Indebtedness at the beginning of the financial year	NIL
i) Principal Amount	
ii) Interest due but not paid	
iii) Interest accrued but not due	
Total (i+ii+iii)	
Change in Indebtedness during the financial year	
* Addition	

* Reduction	
Net Change	
Indebtedness at the end of the financial year	
i) Principal Amount	
ii) Interest due but not paid	
iii) Interest accrued but not due	
Total (i+ii+iii)	

(vi) **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.	Gross salary	NIL	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission –as % of profit –other(specify)		
5	Others, Please Specify		
	Total(A)		
	Ceiling as per the Act		

B. REMUNERATION TO OTHER DIRCETOR/KMP

SI No.	Particular of remuneration	Name of Directors			Total Amount
1.	Independent Directors	Mrs hemlata Rajora	Mr Netrapal		
	Salary		69000 Per month		
	Fee for attending board committee meetings	10000			
	Commission	0	0	0	
	Others, please specify	0	0	0	
	Total (1)	0	0	0	
2.	Other Non-Executive Directors				
	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		6.05 laks	7.80 laks	13.85 laks
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act,1961				
2	Stock Option				
3	Sweat Equity				
4	Commission –as % of profit –other(specify)				
5	Others, Please Specify				
	Total(A)				
	Ceiling as per the Act				

(Vii) Penalties/Punishment/Compounding of offences:

	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding 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 31.03.2022.

Place :NewDelhi
Date: 29.08.2022

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

Report on the Financial Statements

We have audited the accompanying financial statements of SC Agrotech LTD ("the Company"), which comprise the Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss for the year and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statement

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022 and its profit for the year ended on that date.

Material Uncertainty Related to Going Concern

The Company is incorporated on 28.11.1990. Its net worth is positive and its assets are sufficient to meet its liabilities. The company turnover is on growth path as compared to earlier years. The above factors cast a significant certainty on the Company's ability to continue as a going concern. The Company has prepared the aforesaid statement on a going concern basis.

Key audit matters

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

Report on Other Legal and Regulatory Requirements

- 1- As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "AA" 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, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, 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 "BB".
 - h) There is no such qualification or adverse remarks regarding maintenance of accounts and other matters therewith.
 - i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - j) On the basis of written representations received from management as on March 31, 2022, The Company is not involved in any litigations pending as at 31st March 2022 on its financial positions in its financial statements.
 - k) The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - l) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Manoj Sangeeta & Associates
Chartered Accountants
FRN:021873N

SD/-
Sangeeta Aggarwal
Partner
M No 514880
Place: New Delhi
Date: 30th May 2022
UDIN: 22514880AJWAAZ8432

ANNEXURE "AA" TO THE INDEPENDENT AUDITORS' REPORT

(Annexure Referred to in paragraph (1) of "Report on Other Legal and Regulatory Requirements" of the Independent Auditors' Report of even date to the members of SC Agrotech Ltd. on the financial statements for the year ended on March 31, 2022.)

- a) The company is maintaining proper records showing full particulars, including quantitative details and situation of Fixed Assets.
 - (b) The fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and the nature of fixed assets. No material discrepancies were noticed during the year on such physical verification.
 - (c) The title deeds of immovable property are held in the name of company
- Physical verification of inventory has been conducted by management at reasonable interval.
- c) 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.
 - d) 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.
- iii. According to information and explanation given to us the Company has neither granted any loan secured or unsecured to companies, firms and LLPs or other parties covered in the register maintained under section 189 of the Companies Act, 2013 hence other Para(a), (b) and (c) of this clause is not applicable.
- iv. In respect of Loans, Investments, Guarantees and Security, the provisions of section 185 & 186 of the Companies Act, 2013 has been complied with.
- v. The Company has not accepted any deposit during the year within the meaning of Section 73 to Section 76 of the Companies Act, 2013 read with the Rules framed there under, therefore the provisions of the Companies (Auditors Report) order, 2016, are not applicable to the company.
- vi. The Central Govt. has not prescribed the maintenance of cost records as per section 148 (1) of the Companies Act 2013 for any of the service rendered/trading business by the company.
- vii. a) According to the information and explanation given to us and on the basis of our verification of records of the company, the company is generally regular in depositing with appropriate authorities undisputed applicable statutory dues, including value added tax, Service tax, cess and any other statutory dues applicable to it. According to the information and explanation given to us there are no material undisputed amounts payable in respect of statutory dues which have remained outstanding as on March 31st, 2022 for a period of more than six months from the date from which they became payable.
- b) According to the records of the company and information and explanation given to us there are no dues of sales tax or wealth tax or duty of customs or duty of excise or value added tax or cess which has not been deposited on the account of dispute with appropriate authorities
- viii. According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holder.
- ix. The Company has not raised any money through initial public offer (including debt instruments) and no term loan has been taken during the year.
- x. There is no any fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. The company has paid remuneration to directors which are under the limit of section 197 of the Companies Act, 2013.
- xii. The clause is not applicable.
- xiii. All the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and applicable details have been disclosed in financial statements etc.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The company has not entered into non cash transactions with directors or persons connected with him and there are no contraventions to section 192 of the Companies Act, 2013.
- xvi. The Company is not required to be registered under section 45-IA of the RBI Act, 1934 and registration procedure is not applicable.

For Manoj Sangeeta & Associates
Chartered Accountants
FRN:021873N

SD/-
Sangeeta Aggarwal
Partner
M No 514880
Place: New Delhi
Date: 30th May 2022
UDIN: 22514880AJWAAZ8432

Annexure BB 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. as of 31 March 2022 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 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Manoj Sangeeta & Associates
Chartered Accountants
FRN:021873N

Place: New Delhi
Date: 30th June, 2022

COMPANY INFORMATION

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

Note No. 1

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A) Basis of Preparation

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

These financial statements for the year ended 31st March, 2022 are the second the Company has prepared under Ind AS. The Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'Previous GAAP') used for its statutory reporting requirement in India immediately before adopting Ind AS. The financial

statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the 'date of transition to Ind AS'. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements.

Basis of measurement

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

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

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

- (a) Measurement and likelihood of occurrence of provisions and contingencies
- (b) Recognition of deferred tax assets
- (c) Key assumptions used in discounted cash flow projections
- (d) Intangibles

i) Revenue Recognition

Revenue is primarily derived from franchisee fees. Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

Franchisee fee has been accounted on accrual basis.

ii) Provisions and Contingent liabilities

A provision is recognized if, as a result of a past event, the group has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provision is determined by the best estimate of the outflow of economic benefits will be required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

iii) Retirement/ Post retirement benefits

The company has the employee less than statutory limit as per prescribed by various Statutory Acts and requirement of AS 15 and no contribution to ESI or PF has been made during the year and no provision of any other fund has been created during the year.

Trade receivable and Loans

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

Property, Plant and Equipment:

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

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

Depreciation is provided on a pro-rata basis on the straight-line method based on estimated useful life prescribed under Schedule

II to the Companies Act, 2013 with the exception of the following: •

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

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

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

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

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

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

b) Intangible Assets

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Basically the expenditure on trade mark has been identified as value of intangible goods and does not represent the cost of this asset so that the expenses incurred on registration and other administrative expenses has been amortized at 1/10 basis to spread the cost among 10 years.

c) Depreciation and amortization

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

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

i) Income Taxes:

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

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

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

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised. Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities; and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority

i) Foreign Currency Transactions

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

ii) Cash and Cash Equivalents

Cash and Cash Equivalents comprise cash and cash-on-deposit with banks and financial institutions. The group considers all

highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

iii) Use of Estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires that the management makes estimates and assumptions that effect the reported amounts of assets and liabilities, disclosures of contingent liabilities as at the date of financial statements, and the reporting amounts of revenue and expenses during the reported period. Actual results could differ from those estimates.

iv) Segment Reporting

Accounting Standard - 17 "Segment Reporting" issued by "The Institute of Chartered Accountants of India" is not applicable to this company as the company does not have any branches or segment for which this Accounting Standard can be applied during the year.

v) Earnings Per Share

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

i) Contingent Liabilities

i) Related Party Disclosures:

Relationship and transactions as per Accounting Standard 18

i) Subsidiary: NIL

ii) Associates and joint ventures: NIL

iii) Individuals having significant influence over reporting entity and their relatives

Key managerial Personnel:

Disclosure according to section 186 of companies act, 2013

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

For Manoj Sangeeta & Associates
Chartered Accountants
FRN:021873N

SD/-
Sangeeta Aggarwal
Partner
M No 514880
Place: New Delhi
Date: 30th May 2022
UDIN: 22514880AJWAAZ8432

SC AGROTECH LIMITED

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

CIN: L01122DL1990PLC042207

BALANCE SHEET As At 31st March 2022

(All amount are in indian rupees unless otherwise stated)

Particulars	Notes	As At 31st March 2022	As At 31st March 2021
ASSETS			
<u>NON CURRENT ASSETS</u>			
PROPERTY, PLANT & EQUIPMENT	3	59,88,438	61,97,776
OTHER INTANGIBLE ASSETS	3	5,000	10,000
FINANCIAL ASSETS			
- OTHERS	4	3,70,000	3,70,000
TOTAL NON CURRENT ASSETS		63,63,438	65,77,776
<u>CURRENT ASSETS</u>			
FINANCIAL ASSETS			
- INVENTORIES		2,80,000	-
- TRADE RECEIVABLES	5	89,63,403	58,98,653
- CASH & CASH EQUIVALENTS	6	14,14,959	3,28,465
- LOANS	7	1,20,000	5,20,000
CURRENT TAX ASSETS (NET)	8	23,58,754	28,25,396
TOTAL CURRENT ASSETS		1,31,37,116	95,72,514
TOTAL ASSETS		1,95,00,555	1,61,50,290
EQUITY AND LIABILITIES			
<u>EQUITY</u>			
EQUITY SHARE CAPITAL	9	5,99,50,000	5,99,50,000
OTHER EQUITY	10	(5,57,16,293)	(5,58,37,225)
		42,33,707	41,12,775
<u>NON-CURRENT LIABILITIES</u>			
FINANCIAL LIABILITIES			
- BORROWINGS	11	-	22,24,315
DEFERRED TAX LIABILITIES (NET)	12	7,89,935	8,07,098
OTHER NON-CURRENT LIABILITIES	13	10,00,000	10,00,000
		17,89,935	40,31,413
<u>CURRENT LIABILITIES</u>			
SHORT TERM BORROWINGS	14	-	-
FINANCIAL LIABILITIES			
- TRADE PAYABLES	15	25,46,382	37,48,166
- OTHER FINANCIAL LIABILITIES	16	1,09,30,531	42,57,936
CURRENT TAX LIABILITIES (NET)	17	-	-
TOTAL CURRENT LIABILITIES		1,34,76,913	80,06,102
TOTAL EQUITY AND LIABILITIES		1,95,00,555	1,61,50,290

SC AGROTECH LIMITED

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

CIN: L01122DL1990PLC042207

Statement of Profit & Loss As At 31st March 2022

(All amount are in indian rupees unless otherwise stated)

Particulars	Notes	As At 31st March 2022	As At 31st March 2021
CONTINUING OPERATION INCOME			
Revenue from operations	18	27,17,250	13,77,500
Other income	19	45,08,217	72,79,628
Total income		72,25,467	86,57,128
EXPENSES			
Cost of Goods Sold	20	14,20,000	13,57,500
Employee benefit expenses	21	29,86,986	23,39,536
Depreciation and amortisation expenses	3	1,41,068	1,41,068
Other expenses	22	25,59,823	42,41,188
Total expenses		71,07,876	80,79,292
Profit before tax from continuing operation		1,17,590	5,77,836
Prior period items		-	-
Profit before tax		1,17,590	5,77,836
Tax expenses:			
Current tax		-	90,144
Less:- MAT Credit Entitlement		-	-
Earlier years		13,822	-
Deferred tax		(17,163)	(15,416)
Profit for the year from continuing operations		1,20,931	5,03,108

SC AGROTECH LIMITED

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

CIN: L01122DL1990PLC042207

Cash Flow Statement As At 31st March 2022

(All amount are in indian rupees unless otherwise stated)

Particulars	As At 31st March 2022	As At 31st March 2021
A. Cash flow from operating activities:		
Profit before tax	1,17,590	5,77,836
Adjustments for:		
Depreciation and amortisation expenses	1,41,068	1,41,068
prior period tax	(13,822)	-
Interest income	(76,486)	(848)
Franchisee Fees	(26,00,000)	(72,00,000)
Rental Income	(1,57,000)	(12,000)
Operating profit before working capital changes	(25,88,650)	(64,93,944)
Adjustments for changes in working capital :		
- Movement in trade receivables	(30,64,750)	(7,26,000)
- Movement in other receivables	8,66,642	(1,90,276)
- Movement in inventories	(2,80,000)	-
- Movement in trade & other payables	32,46,496	11,32,648
Cash generated from operations	(18,20,262)	(62,77,572)
Income tax paid (net of refund)	-	(90,144)
Net cash generated from operating activities	(18,20,262)	(63,67,716)
B. Cash flow from investing activities:		
Franchisee Fees	26,00,000	72,00,000
Interest received	76,486	848
Purchase of Fixed Assets	(32,40,000)	(15,03,145)
Rent received	1,57,000	12,000
Net cash used in investing activities	(4,06,514)	57,09,703
C. Cash flow from financing activities:		
sale of flat	33,13,270	9,53,320
Net cash used from financing activities	33,13,270	9,53,320
Net increase in cash and cash equivalents	10,86,494	2,95,307
Cash and cash equivalents at the beginning of the year	3,28,465	33,158
Cash and cash equivalents at the end of the year	14,14,959	3,28,465

4 OTHER FINANCIAL ASSETS		
Particulars	As At 31st March 2022	As At 31st March 2021
<u>NON CURRENT</u>		
Security deposits	3,70,000	3,70,000
Total	3,70,000	3,70,000
5 TRADE RECEIVABLES		
Particulars	As At 31st March 2022	As At 31st March 2021
considered good	49,42,750	18,78,000
considered doubtful	40,20,653	40,20,653
	89,63,403	58,98,653
Less : Allowances for bad and doubtful debts	-	-
	89,63,403	58,98,653
6 CASH AND CASH EQUIVALENTS		
Particulars	As At 31st March 2022	As At 31st March 2021
Cash and cash equivalents		
Cash on hand	2,98,811	1,00,155
Balances with banks		
- on current accounts	11,16,148	2,28,310
	14,14,959	3,28,465
Total	14,14,959	3,28,465
7 FINANCIAL ASSET		
Particulars	As At 31st March 2022	As At 31st March 2021
<u>CURRENT</u>		
<u>Deposit as security</u>	1,20,000	5,20,000
Loans to others	-	-
Total	1,20,000	5,20,000
8 CURRENT TAX ASSETS (NET)		
Particulars	As At 31st March 2022	As At 31st March 2021
Deposits with Revenue authorities	23,58,754	29,15,540
Less: Provision for Income tax	-	90,144
	23,58,754	28,25,396

9 SHARE CAPITAL

Particulars	As At 31st March 2022		As At 31st March 2021	
	Number	Amount	Number	Amount
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	50,00,000	50,000	50,00,000
		<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	5,99,50,000	59,95,000	5,99,50,000
Total		<u>5,99,50,000</u>		<u>5,99,50,000</u>

Notes:

a) **Terms and rights attached to equity shares**

The Company has only one class of equity shares having the par value of ` 10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend when proposed by the board of directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after payment of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) **Reconciliation of equity share capital**

	As At 31st March 2022		As At 31st March 2021	
	Number	Amounts	Number	Amounts
Balance at the beginning of the year	59,95,000	5,99,50,000	59,95,000	5,99,50,000
Add : Issued during the year	-	-	-	-
Balance at the end of the year	59,95,000	5,99,50,000	59,95,000	5,99,50,000

c) **Details of shareholders holding more than 5% equity shares in the Company**Equity shares of ` 10 each fully paid up

Name of shareholders	As At 31st March 2022		As At 31st March 2021	
	Number of shares held	% of holding	Number of shares held	% of holding
S N Chandak	13,23,811	22.08%	13,19,322	22.01%
Sheela Maheswari	<u>6,48,980</u>	10.83%	<u>6,48,980</u>	10.83%

10 OTHER EQUITY

Particulars	As At 31st March 2022	As At 31st March 2021
RETAINED EARNINGS		
Surplus as per Statement of profit and loss		
Balance at the beginning of the year	(5,58,37,225)	(5,63,40,333)
Add: Profit for the year	1,20,931	5,03,108
Balance at the end of the year	<u>(5,57,16,293)</u>	<u>(5,58,37,225)</u>
	<u>(5,57,16,293)</u>	<u>(5,58,37,225)</u>

9 SHARE CAPITAL

Particulars	As At 31st March 2021		As At 31st March 2020	
	Number	Amount	Number	Amount
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	50,00,000	50,000	50,00,000
		<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	5,99,50,000	59,95,000	5,99,50,000
Total		<u>5,99,50,000</u>		<u>5,99,50,000</u>

10 OTHER EQUITY

Particulars	As At 31st March 2021	As At 31st March 2020
RETAINED EARNINGS		
Surplus as per Statement of profit and loss		
Balance at the beginning of the year	(5,63,40,333)	(5,68,98,074)
Add: Profit for the year	5,03,108	5,57,741
Balance at the end of the year	(5,58,37,225)	(5,63,40,333)
	<u>(5,58,37,225)</u>	<u>(5,63,40,333)</u>

11 FINANCIAL LIABILITIES

Particulars	As At 31st March 2021	As At 31st March 2020
BORROWINGS		
Unsecured	-	-
From Others	22,24,315	33,24,315
Total	<u>22,24,315</u>	<u>33,24,315</u>

12 DEFERRED TAX LIABILITIES (NET)

Particulars	As At 31st March 2021	As At 31st March 2020
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation charged in the books.	8,07,098	8,22,514
Deferred tax liability	<u>8,07,098</u>	<u>8,22,514</u>

13 OTHER NON CURRENT LIABILITIES

Particulars	As At 31st March 2021	As At 31st March 2020
Security / deposits	10,00,000	10,00,000
Total	<u>10,00,000</u>	<u>10,00,000</u>

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11 FINANCIAL LIABILITIES		
Particulars	As At 31st March 2022	As At 31st March 2021
BORROWINGS		
Unsecured	-	-
From Others	-	22,24,315
Total	-	22,24,315
12 DEFERRED TAX LIABILITIES (NET)		
Particulars	As At 31st March 2022	As At 31st March 2021
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation charged in the books.	7,89,935	8,07,098
Deferred tax liability	7,89,935	8,07,098
13 OTHER NON CURRENT LIABILITIES		
Particulars	As At 31st March 2022	As At 31st March 2021
Security / deposits	10,00,000	10,00,000
Total	10,00,000	10,00,000

14 SHORT TERM BORROWINGS

Particulars	As At 31st March 2022	As At 31st March 2021
<u>Secured</u>		
<u>Unsecured</u>		
from banks	-	-
Total	-	-

15 TRADE PAYABLES

Particulars	As At 31st March 2022	As At 31st March 2021
Due to Micro, Small and Medium Enterprises *	-	-
Others	25,46,382	37,48,166
Less Provision for impairment	-	-
Total	25,46,382	37,48,166

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

16 OTHER FINANCIAL LIABILITIES

Particulars	As At 31st March 2022	As At 31st March 2021
<u>CURRENT</u>		
Advance from Customer	1,06,30,000	38,00,000
Statutory dues payable	21,078	- 43,657
Expenses Payable	2,79,453	5,01,593
Total	1,09,30,531	42,57,936

17 CURRENT TAX LIABILITIES (NET)

Particulars	As At 31st March 2022	As At 31st March 2021
Provisions	-	-
Total	-	-

18 REVENUES

Particulars	As At 31st March 2022	As At 31st March 2021
Revenue from operations		
Sale of products	27,17,250	13,77,500
Total	27,17,250	13,77,500

19 OTHER INCOME

Particulars	As At 31st March 2022	As At 31st March 2021
Interest income	76,486	848
Franchisee fee	26,00,000	72,00,000
Profit on Sale of Fixed Assets	16,74,731	66,780
Rent received	1,57,000	12,000
Total	45,08,217	72,79,628

20 COST OF GOODS SOLD

Particulars	As At 31st March 2022	As At 31st March 2021
Opening Stock	-	-
Purchase of Products	17,00,000	13,57,500
Closing Stock	2,80,000	-
	14,20,000	13,57,500

21 EMPLOYEE BENEFIT EXPENSES

Particulars	As At 31st March 2022	As At 31st March 2021
Salaries & Wages	28,76,286	18,83,162
Staff Welfare	1,10,700	4,56,374
Total	29,86,986	23,39,536

22 OTHER EXPENSES

Particulars	As At 31st March 2022	As At 31st March 2021
Advertisement & Publicity Exps	22,440	28,600
Audit Fees	27,000	21,000
Bank Charges	5,552	5,180
Business Promotion	3,11,594	4,61,502
Conveyance	1,27,944	4,78,366
Fees Rates & Taxes	43,028	51,741
Listing Fees	3,64,222	3,73,061
AGM Running Expenses	3,61,563	3,06,815
Postage, Stamps & Courier	56,124	3,10,542
Printing & Stationery	5,91,780	7,48,294
Professional Charges	1,02,664	2,31,042
Rent	2,40,000	2,40,000
Misc expenses/ write off	43,986	3,97,198
Telephone & Web Exps.	2,249	2,02,138
Tour & Travelling Expenses	1,58,544	3,85,708
Repair & Maintenance	1,01,133	-
Total	25,59,823	42,41,188

AUDITOR CERTIFICATE:

We have verified the attached Balance sheet and Cash Flow Statement of the Sc Agrotech Limited(Formerly Known as Sheel International Ltd) derived from the Audited Financial Statement for the year ended 31st March, 2022 and found the sale to be drawn accordance attached with this annual report.

For Manoj Sangeeta & Associates

Chartered Accountant

Sd/

Sangeeta

Aggarwal

Chartered Accountant

M.No 514880

THE END

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