

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of SC Agrotech Limited (formerly Known as Sheel International Limited) will be held on Saturday, 29th day of September, 2018 at Community Hall, Pracheen Shiv Mandir, Jallan Muhalla, Tughlakabad, New Delhi- 110044 at 10.00 A.M to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial Statement of the Company for the Financial Year Ended as on 31st March 2018 with reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Nitin Maheshwari (DIN 03459767) who retire by rotation and being eligible offer himself for re-appointment.
3. To Ratify the appointment of Statutory Auditors M/s. Manoj Sangeeta & Associates, (FRN: 021873N) a firm of Chartered accountant, New Delhi to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors.

SPECIAL BUSINESS:

4. **To Appoint Mr. SHASHI RANJAN KUMAR (DIN : 08041225) as an Independent Director and in this regard to consider and if thout fit, to pass the following resolution as an Ordinary Resolution :**

Resolved that pursuant to Section 149, 150,152,160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV of the Companies Act, 2013 and as per Articles of Association of the Company, Mr. Shashi Ranjan Kumar (DIN : 08041225) who is Quailified Chartered Accountant and member of ICAI, appointed vide Board meeting dated 08/01/2018 as a Independent Director (Additional Director) of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as and Independent Director of the Company to hold office for a period of Five years from 08/01/2018 or till such earlier date as may be determined by any applicable statutes, rules, regulations and he shall not be liable to retire by rotation. there is no share holding in the Company.

Registered Office :

RZ-1484/28,GF,,
Tughalakabad Ext.
New Delhi-110019
Date 29.05.2018

By Order of the Board of Directors

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

NOTES:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/herself. The proxy need not be a member. The instrument appointing proxy should however be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty(50) and holding in aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
3. An explanatory statement pursuant to Section 102 of the Companies act 2013 with respect to the special Business set out in the notice is annexed herewith.
4. Corporate members intending to send authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. The Register of Member and Share Transfer Books of the Company will remain closed from the 23rd day of September, 2018 to 29th day of September, 2018(both days inclusive).
6. Members/ proxies should bring the admission slip duly filed in for attending the Meeting along with their copy of the report and financial statement.
7. Shareholders seeking any information with regard to accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the Information ready.
8. The Company has entered into agreement with national Securities Depository Ltd (NSDL) and Central Depository Service (India) Ltd. (CDSL) for the dematerialization of securities. The Shareholder can have their shares dematerialised through depositories. (Members desiring to have their shares in dematerialised form may send their share certificate through their depository participants, to the Registrar & Share Transfer Agent of the Company M/s Skyline Financial Services Pvt. Ltd D-153/A, 1st floor Okhla Industrial Area, Phase-1, New Delhi-110020 Tel No. 011-40450193-97.
9. Individual members holding Shares in physical form on their own behalf singly or jointly can make nomination for their holding. The nomination form will be made available on request. The members holding shares in dematerialized form may contact their depository Participants for recording of the nomination for their holding. Members Holding Shares in the same (S) under different folio(s) are requested to apply for consolidation of such folios by sending relevant share certificates.



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10. Members holding the shares in physical form are requested to notify immediately the change of their address and bank particulars to the R&T Agent of the Company. In case shares held in dematerialized form, the information regarding change of Address and Bank particular should be given to their respective Depository Participant.
11. The Ministry of Corporate Affairs(MCA) Has Taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by the Companies vide Circular dated 21st April 2011. Accordingly the Service of documents made through electronic mode will be deemed as sufficient compliance for the purpose of section 20 of the Companies Act 2013.
12. To support the Green Initiative of the Government, it is proposed to send all shareholders communications including Notices, Annual Reports and other communications through Email. For above purpose, we request you to send Email confirmation to our Registrar & Transfer Agent(RTA) mentioning your name, DP/customer ID of Folio number and your Email id of or communication and also inform any Change in the Email Addresses.
13. In terms of sebi circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018, this is the first reminder by the Company to obtain copy of PAN card, Bank details, Emaild and Mobile/Telephone No from all share holders holding shares in physical form. Accordingly you are requested to kindly furnish self –attested copy of you PAN card and original cancelled : Name printed Cheque” notice. You may send the details as given in Annexure “A” to the Company’s Registrar & Share transfer Agent (RTA) , M/s Skyline Financial Services Private Limited at D-153A, 1st floor Okhla Industrial Area,Phase-I, New Delhi-110020.
14. You are requested to please get your shareholding dematerialized as pursuant to SEBI circular No. SEBI/LAD-NRO/GN/2018/24 dated 08/06/2018, the transfer of Securities shall not be processed shall not be processed w.e.f 05/12/2018, unless the securities are held in dematerialized form with depository.

Voting Process

Voting through Electronic Means

- I. Pursuant to regulation 44 of the SEBI(Listing Obligation and Disclosure Requirements) regulation, 2015, Listing Agreement with Stock Exchange, and provisions under Rule 20 of the Companies(Management and Administration) Rules, 2014 as amended by the Companies (management and Administration) Amended Rules, 2015, the Company is pleased to provide its shareholders facility to exercise their right to vote on resolution proposed to be passed in the Meeting by electronic means through e-voting platform provided by Central Depository Services(India) Limited (CDSL) the members may cast their votes using an electronic system from a place other than venue of the meeting ('remote e-voting').
- II. The member who have cast their vote by remote e-voting prior to the meeting may attend their meeting but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on 26th September, 2018(10.00 AM) and ends on 28th September 2018 (5.00pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote E-voting shall be able to exercise their right at the meeting through ballot paper.
- V. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VI. The process and manner for remote e-voting are as under:
 - (i) The voting period begins on 26th September 2018 (10.00 A.M) and ends on 28th September 2018(05.00 P.M). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders / Members
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the M/s SC AGROTECH LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



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- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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

By Order of the Board of Directors
For SC Agrotech Ltd.
(formerly known as Sheel International Ltd.)

sd/-
Nitin Maheshwari
(Executive Director)

EXPLANATORY STATEMENT

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

Item No 4:

To Appoint Mr. SHASHI RANJAN KUMAR (DIN : 08041225) as an Independent Director and in this regard to consider and if thout fit, to pass the following resolution as an Ordinary Resolution :

Mr. Shashi Ranjan Kumar (DIN : 08041225), appointd vide Board meeting dated 08/01/2018 as a Independent Director (Additional Director) of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby appointed as and Independent Director of the Company to hold office for a period of Five years from 08/01/2018 .

None of the Director is interested in said resolution.

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



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Annexure –A

To,

*Skyline Financial Services Private Limited
D-153A, st floor,
Okhla Industrail Area, Phase-I
New Delhi-1110020
Unit-SC Agrotech Limited*

Dear Sir,

In terms of SEBI circular No. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73 dated April 20, 2018, I/We hereby furnish the required details as follows:

<i>Name of Share holders</i>			
<i>Folio No</i>			
<i>PAN(Attached Self Attested Copy)</i>	<i>First holder</i>	<i>Second holder</i>	<i>Thiord holder</i>
<i>Bank A/c No (kindly Attached name printed cancel cheque/attested copy of passbook)</i>			
<i>Bank Name</i>			
<i>Branch Address</i>			
<i>IFSC No.</i>			
<i>Email ID</i>			
<i>Mobile/Telephone No</i>			

Name of Share holder(s)

Signature of Shareholders(s)

1.

1.....

2.

2.....

3.

3.....