

SC AGROTECH LIMITED

(Formerly known as SHEEL INTERNATIONAL LIMITED)

CIN:L01122DL1990PLC042207

Regd office:Rz-1484/28, G.F

Tughlakabad Extn

Telephone No:011-65699900

Website:www.scagrotech.com,

E-mail id:sheel102@gmail.com



NOTICE

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

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2016 and Statement of Profit & Loss A/c for the year ended 31st March 2016 on that date together with reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Rahul Kumar, (DIN -05326975) who retires by rotation and being eligible offers himself for reappointment.
3. To re-appointment of Statutory Auditors M/s. Manoj Sangeeta & Associates, (FRN: 021873N) a firm of Chartered accountant, New Delhi to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors.

SPECIAL BUSINESS:

4. Appointment of Mr. Anil Kumar as an Independent director:

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

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

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

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

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

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

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

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



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

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

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

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

By Order of the Board of Directors
For SC Agrotech Ltd.
(formerly known as Sheel International Ltd.)
sd/-
Nitin Maheshwari
(Executive Director)

NOTES:-

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/herself. The proxy need not a member. The instrument appointing proxy should however be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of members not exceeding fifty(50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
3. An explanatory statement pursuant to Section 102 of the Companies act 2013 in respect to item No. 4 to 7 of the Notice is annexed hereto.
4. Corporate members intending to send authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. The Register of Member and Share Transfer Books of the Company will remain closed from the 23rd day of September, 2016 to 30th day of September, 2016(both days inclusive).
6. Members/proxies should bring the admission slip duly filed in attending the Meeting along with their copy of the report and financial statement.
7. Shareholders seeking any information with regard to accounts requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.
8. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered office of Company on all working days between 10.00 am to 4:30 P.M upto the date 26th Annual General Meeting.
9. The Company has entered into agreement with national Securities Depository Ltd (NSDL) and Central Depository Service (India) Ltd. (CDSL) for the dematerialization of securities. The Shareholder can have their shares dematerialised through depositories.
(Members desiring to have their share in dematerialised from may send their share certificate through their depository participants, to the Registrar & Share Transfer Agent of the Company M/s Skyline Financial Services Pvt. Ltd D-153/A, 1st floor Okhla Industrial Area, Phase-1, New Delhi-110020 Tel No. 011-26812682,83).
10. Individual member holding Shares in physical form on their own behalf singly or jointly can make nomination for their holding. The nomination form will be made available on request. The members holding shares in dematerialized form may contact their depository Participants for recording of the nomination for their holding. Members Holding Shares in the same (S) under different folio(s) are requested to apply for consolidation of such folios by sending relevant share certificates.
11. Members holding the shares in physical form are requested to notify immediately the change of their address and bank particular to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of Address and Bank particular should be given to their respective Depository Participant.



- 12 The Ministry Corporate Affairs(MCA) Has Taken a "Green Initiative in the Corporate Governance" by Allowing paperless compliance by the Companies vide Circular dated 21st April 2011. Accordingly the Service of documents made through electronic mode will be deemed as sufficient compliance for the purpose of section 20 of the Companies Act 2013.
- 13 To support the Green Initiative of the Government, it is proposed to send all shareholders communications including Notices, Annual Reports and other communications through Email. For above purpose, we request you to send Email confirmation to our Registrar & Transfer Agent(RTA) mentioning your name, DP/customer ID of Folio number and your Email id or communication also inform any Change in the Email Addresses.
- 14 Also soft copy of the annual report for the year ended 31st March, 2016 is available on www.scaagrotech.com.

Voting Process

Voting through Electronic Means

- I. Pursuant to regulation 44 of the SEBI(Lisitng Obligation and Disclosure Requirments) regulation, 2015, Lisitng Agreement with Stock Exchange, and provisions under Rule 20 of the Companies(Management and Administration) Rules, 2014 as amended by the Companies (management and Administartion) Amended Rules, 2015, the Company is pleased to provide its shareholders facility to exercise their right to vote on resolution propsoed to be passed in the Meeting by electronic means through e-voting platform provided by National Securities Limited(NSDL) the members may cast their votes using an electronic system from a place other than venue of the meeting ('remote e-voting').
- II. The member who have cast their vote by remote e-voting prior to the meeting may attend their meeting but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on 26th September, 2016(10.00 AM) and ends on 29th September 2016(5.00pm). During this period members of the Company, holding shares either in physical form in dematerlized form, as on the cut-off date of 23th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. The facility for voting through ballot paper shall be made available at the AGM and the member attending who have not cast their vote by remote E-voting shall be able to exercise their right at the meeting through ballot paper.
- V. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VI. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL(for member whose email IDs are registered with the Company/ DepositryParticipant(S):
 - (i). Launch internet browser by typing the following: <https://www.evoting.nsdl.com>
 - (ii) Click on Shareholder –Login
 - (iii) Put user ID and Password as initial password/ PIN noted in step (i) above .Click login.
 - (iv) Password change menu appears . Change the password/Pin with The new password of your choice with minimum 8 digit / Characters or combination thereof. Note new password . It is strongly recommended not to share your password with any other person and take almost care to keep your password confidential.
 - (V) Home page of remote e-voting opens. Click on remote e-voting:Active Voting Cycles.
 - (vii) Select "REVEN" of SC AGROTECH LIMITED
 - (Vii) Now you are ready for remote e-voting as Cast vote Page opens.
 - (ix) cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xi) Institutional share holder (i.e. other than Individual, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant Board Resolution /Authority letter etc .together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sheelscrutinizer@gmail.com or with a copy marked to e-voting @nsdl.co.in



B. In case member receives physical copy of the Notice of AGM (for member whose email IDs are not registered with company Depository Participants(s) or requesting copy):

- (i) Initial Password is provided s below/at the bottom of the Attendance Slip or the AGM:
REVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN: _____
- (ii) Please follow all steps from SI.No. (ii) to SI.No. (xi) Above, to cast vote.
- (iii) In case of any queries, you may refer the frequently Asked Questions(FAQs) for members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com.
- (iv) If you are ready registered with NSDL for remote e-voting then you can use your existing user ID and password /PIN for casting your vote.
- (v) You can also update your mobile number and email id in the user profile details of the folio may be used for sending future communication.
- (vi) The Voting rights of the members shall be in proportion of their shares of the paid up equity shares capital of the Company as on the cut-off date 23th September, 2016
- (vii) Any person , who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut off date i.e 23rd september 2016 may obtain the login ID and password by sending a request at e-voting @nsdl.co.in.however, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password for casting your vote. If you forgot your password, you can reset you password by using “ forgot user details /Password” option available on www.nsdl.com.
- (viii) A person whose name is recorded in the registered of members or in the register of beneficial owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of E voting as well as voting at the AGM through ballot paper.
- (ix) M/s. Sanjiv Nigam and associate, a Practicing Company Secretary (Membership No- 23593 & COP No8458) has been appointed as the scrutinizer of the Voting and remote e-voting process in a fair and transparent manner.
- (x) The Scrutinizer shall after the conclusion of voting at the AGM will first count the voting cast votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the total votes cast in favour or against , if any , to the Chairman or person authorised by him in writing, who shall countersign the same and declare the result of the Voting forthwith.
- (xi) All documents referred to in the accompanying Notice and the Explanatory Statement Shall be open for inspection at the registered office of the Company during normal Business hours on all working days except Sunday, up to and including the date of the Annual general Meeting of the Company.

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

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

Nitin Maheshwari
(Executive Director)



EXPLANATORY STATEMENT

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

Item No 4 :

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

The Board recommended the resolution for your approval.

Non of the Director is interested in said resolution.

Item No 5 :

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

The Board recommended the resolution for your approval.

Non of the Director is interested in said resolution.

Item No 6:

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

The Board recommended the resolution for you approval.

Non of the Director is interested in said resolution.



SC AGROTECH LIMITED
 (Formerly known as SHEEL INTERNATIONAL LIMITED)
 CIN no- L01122DL1990PLC042207
 Regd. Address RZ-1484/28, G.F, Tughlakabad Ext. New Delhi-110019
 Web:www.scagrotech.com, Ph:011-65699900, Fax: 011-29993450
 Email: Sheel102@gmail.com;info@scagrotech.com
 Folio No./DP/ID NO.....
 Mr./Mrs/Miss.....

No. of Shares Held:.....

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

Electronic Voting particular

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

=====X X X X=====

FORM NO. MGT-11

PROXY FORM

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

CIN: L01122DL1990PLC042207
 Name of the Company : **SC AGROTECH LIMITED**
 Registered office: **RZ-1484/28, G.F, Tughlakabad Ext. New Delhi-110019**

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

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

- (1). Name _____
 Address _____
 E-mail Id: _____ Signature _____ or failing him
- (2). Name _____
 Address _____
 E-mail Id: _____ Signature _____ or failing him
- (3). Name _____
 Address _____
 E-mail Id: _____ Signature _____

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

Resolution Nos.

Ordinary Business

1. Adoption of Account and reports
2. Appointment of Director retiring by Rotation
3. Appointment of Statutory Auditors

Special Business

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

Signed this.....day of.....2016
 Signature of Shareholder
 Signature of Proxy holder(S)

**AFFIX
 Revenue
 Stamp**