

SC AGROTECH LIMITED

CIN NO:L01122DL1990PLC042207

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

EMAIL ID SHEEL102@GMAIL.IN WEBSITE: WWW.SCAGROTECH.IN

Date: 06.09.2024

To,

**Corporate Relations Department
BSE Ltd.
1st Floor New Trading Ring
P.J Tower, Dalal Street
Mumbai-400001**

Scrip Code: 526081

Subject: Submission of Annual Report together with the Notice of 34th Annual General meeting of the company for the financial year 2023-24

Ref: Compliance under Regulation 30 and 34 of the SEBI (LODR) 2015, Listing Regulations.

Dear Sir/ Madam

Pursuant to Regulation 30 read with Para A of Part - A of Schedule – III & Regulation 34 of SEBI (LODR) 2015 we attach herewith the Annual report for the Financial year 2023-24 of the company together with the Notice of 34th Annual General Meeting, scheduled to be held on Monday, 30th September 2024 at 11:00 A.M (IST) through Video Conferencing (“VC”) / Other Audio-Video Means (“OAVM”). in compliance with the appliance provisions of the Companies Act, 2013 and the Rules made thereunder, read with relevant circulars issued in this regard by the ‘Ministry of Corporate Affairs’ and the ‘Securities and Exchange Board of India’ (collectively referred as “the Relevant Circulars”).

Pursuant to Regulation 34(1) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Please find enclosed the Notice convening the 34th AGM and the Integrated Annual Report of the Company, for the Financial Year 2023-24.

In terms of Regulation 46 of the Listing Regulations, the said Notice of 34th AGM and the Integrated Annual Report including Business Responsibility and Sustainability Report, is also available on the website of the Company and can be accessed at www.scagrotech.in

In terms of the applicable provisions of law and the relevant circulars, the Notice for the 34th AGM along with the Annual Report of the Company for FY 2023-24 is being sent to all those Members of the Company, who have registered their e-mail addresses with the Company/ the Company’s Registrar and Transfer Agent (“RTA”), skyline financial service pvt ltd . The details about the manner of registering / updating e-mail addresses, casting vote through electronic means (remote e-voting / e-voting) and attending the AGM through VC / OAVM have been set out in the Notice of the AGM.

In this regard, please find enclosed herewith the Notice of 39th AGM and the Annual Report of the Company for FY 2023-24. The same is also made available on the website of the Company at the following link: www.scagrotech.in

This is for your kind information and record.
Thanking you

**YOURS FAITHFULLY,
FOR SC AGROTECH LIMITED**

RAVI YASHWANTBHAI PATEL Digitally signed by RAVI YASHWANTBHAI PATEL
Date: 2024.09.06 17:04:31 +05'30'

**RAVI Y PATEL
EXECUTIVE DIRECTOR
(DIN: 08819521)**

34th
ANNUAL REPORT
2023-24



SC AGROTECH LIMITED

CORPORATE INFORMATION

Board of Directors

<i>Name of Director</i>	<i>Designation</i>
<i>Mr. Varun Shakya</i>	<i>Managing Director</i>
<i>Mr. Ravi Yashwantbhai Patel</i>	<i>Whole time Director</i>
<i>Mr. Sharad Ratan</i>	<i>Non- Executive Independent Director</i>
<i>Mr. Nandan kumar Mishra</i>	<i>Non-Executive - Independent Director</i>
<i>Ms. Varsha Rani</i>	<i>Non -Executive Woman director</i>
<i>Mr. Karan Ashokbhai Bhadra</i>	<i>Non-Executive - Independent Director</i>

- *Company Secretary & Compliance officer: Mr. Vijay kumar Jothani*
- *Chief Financial Officer: Mr. Amit Sehgal*
- *Statutory Audit : M/s. VSSB & Associates (Chartered Accountants)*
- *Secretarial Auditor : M/s. Gulista & Associates (Company Secretaries)*
- *Banker : Union Bank of India*

Registrar and share Transfer agents: M/s 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 Email id : sheel102@gmail.com Website:www.scagrotech.in

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NOTICE

Notice is hereby given that the 34th Annual General Meeting (AGM) of the Members of M/S SC AGROTECH LIMITED will be held on Monday 30th day of September, 2024, 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 2024 with reports of the Directors and Auditor's thereon.
2. To appoint the Statutory Auditors of the Company, and to fix their remuneration and in this regard, members are requested to consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), M/s. YSSB & Associates Chartered Accountants (FRN no.121356W), be and is hereby appointed as Statutory Auditors of the Company for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Twenty fourth Annual General Meeting of the company to be held in the calendar year 2029, at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

3. To seek Approval under Section 180(1)(a) of the Companies Act, 2013, to sell, 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 subject to the approval of shareholders.

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

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

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

5. Regularization and Appointment Mr. Ravi Yashwant Bhai Patel (Din: 08819521), as Whole Time Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as a Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of section 152, 161, 196 and any other applicable provisions of the Companies Act, 2013, and any rules made there under; Mr. Ravi Yashwant Bhai Patel (DIN: 08819521), who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on 29.06.2024 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Whole time Director of the Company".

6. **Regularization and Appointment of Additional Director Mr. Karan Ashok bhai Bhadra (Din: 08819522), as Independent Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as a Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Karan Ashok bhai Bhadra (DIN - 08819522), who was appointed as an Additional (Independent) Director by the Board of Directors of the Company in the meeting held on 29.06.2024, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (Five) consecutive years.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds or things as may be necessary in order to comply with the formalities relating to the appointment of directors, including, without limitation, filing of forms required to be filed with the Registrar of Companies in connection thereto."

7. **Regularization of Miss. Varsha Rani as Director and to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 152, 161 and any other applicable provisions of the Companies Act, 2013, and any rules made there under, Miss Varsha Rani (DIN: 10607337), who was appointed as an Additional Director of the Company by the Board of Directors in the Board Meeting held on 30.04.2024 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Director of the Company".

8. **Regularization and Appointment Mr. Varun Shakaya (Din: 10681149), as Managing Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as a Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and other applicable provisions and in accordance with the provisions of Articles of Association of the Company and shareholders' approval is hereby accorded for appointment of Mr. Varun Shakaya (DIN: 10681149), as Managing Director of the Company for a period of five years, w.e.f 29.08.2024 until 28.08.2029 on the terms and conditions and remuneration as decided by the Board of Directors of the company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company is authorized to alter and vary the terms and conditions of the appointment and / or remuneration of Mr. Varun Shakaya within the limits specified under Section 197, read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof

9. **Regularization and Appointment of Additional Director Mr. Nandan kumar Mishra (Din: 10681136), as Independent Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as a Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with Rule 3 of 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. Nandan kumar Mishra (Din:10681136) who was appointed as an Additional (Independent) Director by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (Five) consecutive years.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds or things as may be necessary in order to comply with the formalities relating to the appointment of directors, including, without limitation, filing of forms required to be filed with the Registrar of Companies in connection thereto."

REGISTERED OFFICE:
RZ-1484/28,GF
Tughlakabad Ext.
New Delhi-110019
Date: 29.08.2024

**By Order and on behalf of the Board of Directors
FOR SC AGROTECH LTD.**

Sd/-
VIJAY KUMAR JOTANI
(COMPANY SECRETARY)

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') which sets out details relating to special business to be transacted at the Annual General Meeting (AGM or Meeting) is annexed hereto.
2. Pursuant to requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to corporate governance and the applicable Secretarial Standards, the information required to be provided in case of appointment/ re-appointment of Director, is set out at the Annexure I to this Notice.
3. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 33rd Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 22/2020 dated 15th June, 2020 and MCA General Circular No. 02/2021 dated 13th January 2021 (hereinafter referred to as MCA Circulars) and in compliance with the provisions of the Companies Act, 2013 ("Act") and also SEBI circulars dated 12th May, 2020 and 15th January 2021 (hereinafter referred to as SEBI Circulars) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for the 33rd AGM shall be the Registered Office of the Company. Annual Report will not be sent in physical form.

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

In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the 34th AGM of the Company is being held through VC/OAVM on Monday, 30th September, 2024 at 11:00 A.M (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

4. This AGM is being convened in compliance with applicable provisions of the Act and the rules made thereunder; provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); the provisions of General Circular No. 14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 20/2020 dated May 5, 2020 and General Circular no. 20/2021 dated December 08, 2021 and General Circular No. 3/2022 dated May 05, 2022 issued by Ministry of Corporate Affairs issued by the MCA (collectively referred to as "MCA Circulars"); and SEBI Circular dated May 13, 2022, ref SEBI/HO/CFD/CMD2/CIR/P/2022/62.
5. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/ OAVM.
6. Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney (PDF/JPG Format), if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address i.e. sheel102@gmail.com.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for FY 2023-24 will also be available on the website of the Company, www.scagrotech.in, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
8. Members can raise questions during the meeting or in advance at sheel102@gmail.com. However it is requested to raise the queries precisely and in short at the time of meeting to enable to answer the same.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Likewise, the Route Map is also not annexed with this Notice.
11. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at sheel102@gmail.com
12. Notice is also given under Section 91 of the Act read with Regulation 42 of Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from 21st September 2024 to 30th September 2024 (both days inclusive).

13. *Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Link Intime India Private Limited ("Link Intime") in case the shares are held by them in physical form.*
14. *The Company has designated an exclusive e-mail id called sheel102@gmail.com to redress Members' complaints/ grievances. In case you have any queries/ complaints or grievances, then please write to us at sheel102@gmail.com.*
15. *Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at sheel102@gmail.com at least 7 days before the Meeting. The same will be replied by the Company suitably.*
16. *Process for registration of email id for obtaining Annual Report and User ID/password for e-voting and updating of bank account mandates is annexed to this Notice.*
17. *Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, change of address, change in name, etc., to their Depository Participant (DP). These changes will be automatically reflected in the Company's records, which will help the Company to provide efficient and better service to the Members. Members holding shares in physical form are requested to intimate the changes to the Registrar & Share Transfer Agents of the Company (RTA) at its following address*

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

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

REGISTERED OFFICE:

**RZ-1484/28,GF
Tughlakabad Ext.
NewDelhi-110019
Date: 29.08.2024**

**By Order and on behalf of the Board of Directors
FOR SC AGROTECH LTD.**

**Sd/-
VIJAYKUMAR JOTANI
(COMPANY SECRETARY)**

IMPORTANT & URGENT
FOR YOUR IMMEDIATE ACTION

Dear Shareholder(s)

Compulsory Dematerialization of shares of listed company:

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

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

Mandatory update of PAN and Bank details:

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

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

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

In the said circular, SEBI has also stipulated that if the shareholders holding shares in physical mode do not update the PAN, KYC and Nomination details or these details are not made available to the Company/their Registrar and Share Transfer Agents (RTA) by 30th September, 2024, then such folios shall be frozen by RTA on or after 1st October, 2024 (or any other date as may be notified) as per the directive issued by SEBI. Also, the folios in which PAN is not linked to Aadhaar or any other date as may be specified by the Central Board of Direct Taxes will also be frozen by the RTA.

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

Any service request will be entertained by the RTA only upon registration / updation of PAN, KYC and Nomination details

• However the frozen folios shall be eligible for any payment including dividend, interest or redemption payment but only through electronic mode upon complying with the requirements stated herein (or as per other directive of SEBI)

• The frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

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

1. Update the valid PAN, KYC in Form ISR-1 and Nominations details in Form SH-13 with RTA latest by 30th September, 2024. Form ISR-1 and Form SH-13 is available on the website of the Company and RTA.
2. If you want to register / update the signature in the Company/RTA records, then submit Form ISR-2 duly verified by your Bank. Form ISR-2 is available on the website of the Company and RTA.
3. In case you do not wish to nominate any person with whom shall vest, all the rights in respect of such shares in the event of your death, you shall file 'Declaration to Opt-out' in Form ISR-3 with our RTA. Form ISR-3 is available on the website of the Company and RTA.
4. If you want to change/cancel the existing nomination, then submit (a) Form SH-14 for change in the nomination details; (b) Form SH-14 and Declaration to Opt-out in Form ISR-3 for cancellation of existing nomination. Copies of Form SH-14 & Form ISR-3 are available on the website of the Company and RTA.
5. Submit Bank Account details (Name of Bank with Branch address, account number, IFS Code) to our RTA.
6. Submit Contact Details i.e., Postal address with PIN, Mobile Number and Email Address to our RTA. (You are requested to kindly update your Email Id and Mobile No. with our RTA for records as well as for receiving communication by electronic means.)

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

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

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

19. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
20. Pursuant to the requirement of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Annual report...
21. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participant in case the shares are held by them in electronic form and with Company's RTA in case the shares are held by them in physical form. This may be considered as an advance opportunity to the members to register their e-mail address and changes therein as required under Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
23. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/RTA, M/s Skyline Financial Services Pvt. Ltd

24. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday September 20, 2024. Members are eligible to cast vote only if they are holding shares as on that date and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
25. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice.
- For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sheel102@gmail.com/virenr@skylinerta.com(RTA email id).
 - For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
 - For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

26. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

27. a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business set out in the Notice to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 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. 20th Sep 2024.
 - The Board of Directors of the Company has appointed M/s Gulista & Associates Company Secretaries, CS Gulista as the Scrutinizer to scrutinize the remote E-Voting process and poll at the Annual General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
 - 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:
- The remote e-voting period begins on at on Tuesday, the 24th September, 2024 10.00 a.m. and ends Sunday the 29th September, 2024 at 5:00 p.m. on. 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. 20th Sep 2024 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.
 - Pursuant to SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. In order to increase the efficiency of the voting process, all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants, able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Pursuant to said SEBI Circular, login method for e-Voting and joining virtual meetings for Individual Members holding securities in Demat mode is given below:

Types of members	Login Method
Individual Shareholders Holding securities in Demat mode with CDSL	<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	<ol style="list-style-type: none"> 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. 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/IdeasDirectReg.jsp. 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
Individual Shareholders (holding securities in demat mode) login through their Depository Participant	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at 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 sheel102@gmail.com if they have voted from individual tab & not uploaded same in the CDSL e - voting system for the scrutinizer to verify the same.

REGISTERED OFFICE:
RZ-1484/28,GF
Tughalakabad Ext.
NewDelhi-110019
Date: 29.08.2024

By Order and on behalf of the Board of Directors
FOR SC AGROTECH LTD.

Sd/-
VIJAYKUMAR JOTANI
(COMPANY SECRETARY)

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 2024** 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

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

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, Mafatal 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

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

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

Item 4

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

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

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

Sr No	Name of the related party and its relation	Nature of transaction	Transaction value proposed
1	Greenium (Promoter's relative)	Plant Sale & Purchase	2 crore (Approx)
2	Jayshree Investment Pvt ltd (promoter)	Purchase of Asset/Loan	2 Crore(Approx)
3	Sheela Maheshwari (promoter)	Rent Service	10 lakh Approx

Item 5

Regularization and Appointment Mr. Ravi Yashwant Bhai Patel (Din: 08819521), as Whole Time Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as a Ordinary Resolution:

Mr. Ravi Yashwant Bhai Patel (DIN: 08819521) was appointed as Additional Director (in the capacity of Whole time Director) on the Board of the Company w.e.f. 29.06.2024 Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with Articles of Association of the Company Mr. Ravi Yashwant Bhai Patel holds office up to the date of this 34th Annual General Meeting. Mr. Ravi Yashwant Bhai patel is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director of the Company. Mr. Ravi Yashwant Bhai patel is not member of any Committee of the Company except this company. The Board recommends appointment of Mr. Ravi yashwant Bhai patel as Whole time Director of the Company, to pass the resolution as set out in Item No. 5 of the Notice as Ordinary Resolution

In accordance with the provisions of Section 152, 196, 197 and other applicable provisions of the companies act 2013, approval of members are required for appointment of Mr. Ravi Yashwant Bhai patel as Whole time Director of the Company with effect from 29.06.2024 as per terms & Conditions stated in offer letter issued by the Company. In accordance with section 160 of the Act the company has also received a notice signifying his candidature of the company. The company has also received consent to act as Director of the company Dir-2, declaration that he is not disqualified from being appointed as Director of the company in Dir-8.

Save and except Mr. Ravi yashwant Bhai patel, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item 6

Regularization and Appointment Mr. Karan Ashokbhai Bhadra (Din: 08819522) as Independent of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as a Ordinary Resolution:

Mr. Karan Ashokbhai Bhadra (Din: 08819522) was appointed as Additional Director (in the capacity of Independent Director) on the Board of the Company w.e.f. 29.06.2024, Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with Articles of Association of the Company Mr. Karan Ashokbhai Bhadra (Din: 08819522) holds office up to the date of this 34th Annual General Meeting. Mr. Karan Ashok bhai Bhadra (Din: 08819522) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director of the Company. Mr. Karan Ashokbhai Bhadra (Din: 08819522) is not member of any Committee of the Company except this company. The Board recommends appointment of Mr. Karan Ashok Bhai Bhadra (Din: 08819522) as Independent Director of the Company, not liable to retire by rotation and to pass the resolution as set out in Item No. 6 of the Notice as Ordinary Resolution

In accordance with the provisions of Section 152, 196, 197 and other applicable provisions of the companies act 2013, approval of members are required for appointment of Mr. Karan Ashokbhai Bhadra (Din: 08819522) as Independent Director of the Company with effect from 29.06.2024 as per terms & Conditions stated in offer letter issued by the Company. In accordance with section 160 of the Act the company has also received a notice signifying his candidature of the company. The company has also received consent to act as Director of the company Dir-2, declaration that he is not disqualified from being appointed as Director of the company in Dir-8.

Save and except Mr. Karan Ashokbhai Bhadra none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item 7

Appointment and Regularization of Miss Varsha Rani (Din: 10607337) as Director of the Company

Miss Varsha Rani (Din: 10607337) was appointed as Additional Director on the Board of the Company w.e.f. 30.04.2024 Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with Articles of Association of the Company Miss Varsha Rani (Din: 10607337) holds office up to the date of this 34th Annual General Meeting. Miss Varsha Rani (Din: 10607337) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director of the Company. Miss Varsha Rani (Din: 10607337) is not member of any Committee of the Company. The Board recommends appointment of Miss Varsha Rani (Din: 10607337) as Director of the Company, not liable to retire by rotation and to pass the resolution as set out in Item No. 7 of the Notice as Ordinary Resolution

In accordance with the provisions of Section 152, 196, 197 and other applicable provisions of the companies act 2013, approval of members are required for appointment of Miss Varsha Rani (Din: 10607337) as Independent Director of the Company with effect from 30.04.2024 as per terms & Conditions stated in offer letter issued by the Company. In accordance with section 160 of the Act the company has also received a notice signifying his candidature of the company. The company has also received consent to act as Director of the company Dir-2, declaration that he is not disqualified from being appointed as Director of the company in Dir-8.

Save and except Miss Varsha Rani none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item 8

Appointment and Regularization of Mr. Varun Shakaya (Din:10681149) as Managing Director of the Company.

Mr. Varun Shakaya (Din:10681149) was appointed as Additional Director (in the capacity of Managing Director) on the Board of the Company w.e.f. 29.08.2024 Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with Articles of Association of the Company Mr. Varun Shakaya (Din:10681149) holds office up to the date of this 34th Annual General Meeting. Mr. Varun Shakaya (Din:10681149) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director of the Company. Mr. Varun Shakaya (Din:10681149) attended Nil Board Meeting of the Company. Mr. Varun Shakaya (Din:10681149) is not member of any Committee of the Company. The Board recommends appointment of Mr. Varun Shakaya (Din:10681149) as Managing Director of the Company, not liable to retire by rotation and to pass the resolution as set out in Item No. 8 of the Notice as Ordinary Resolution in accordance with the provisions of Section 152, 196, 197 and other applicable provisions of the companies act 2013, approval of members are required for appointment of Mr. Varun Shakaya (Din:10681149) as Managing Director of the Company with effect from 29.08.2024 subject to the share holder of the company and as per terms & Conditions stated in offer letter issued by the Company. In accordance with section 160 of the Act the company has also received a notice signifying his candidature of the company. The company has also received consent to act as Director of the company Dir-2, declaration that he is not disqualified from being appointed as Director of the company in Dir-8.

Save and except Mr. Varun Shakaya none of the other Directors / Key Managerial Personnel and their relatives are in any way,

concerned or interested, financially or otherwise, in the proposed resolution.

Item 9

Regularization and Appointment Mr. Nandan kumar Mishra (Din:10681136) as Independent of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as a Ordinary Resolution:

Mr. Nandan kumar Mishra (Din:10681136) was appointed as Additional Director (in the capacity of Whole time Director) on the Board of the Company w.e.f. 29.06.2024 Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with Articles of Association of the Company Mr. Nandan kumar Mishra (Din:10681136) holds office up to the date of this 34th Annual General Meeting. Mr. Nandan kumar Mishra (Din:10681136) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director of the Company. Mr. Ravi Yashwant Bhai patel attended nil Board Meeting of the Company. Mr. Nandan kumar Mishra (Din:10681136) is not member of any Committee of the Company. The Board recommends appointment of Mr. Nandan kumar Mishra (Din:10681136) as Independent Director of the Company, not liable to retire by rotation and to pass the resolution as set out in Item No. 5 of the Notice as Ordinary Resolution

In accordance with the provisions of Section 152, 196, 197 and other applicable provisions of the companies act 2013, approval of members are required for appointment of Mr. Nandan kumar Mishra (Din:10681136) as Independent Director of the Company with effect from 29.08.2024 as per terms & Conditions stated in offer letter issued by the Company. In accordance with section 160 of the Act the company has also received a notice signifying his canditure of the company. The company has also received consent to act as Director of the company Dir-2, declaration that he is not disqualified from being appointed as Director of the company in Dir-8.

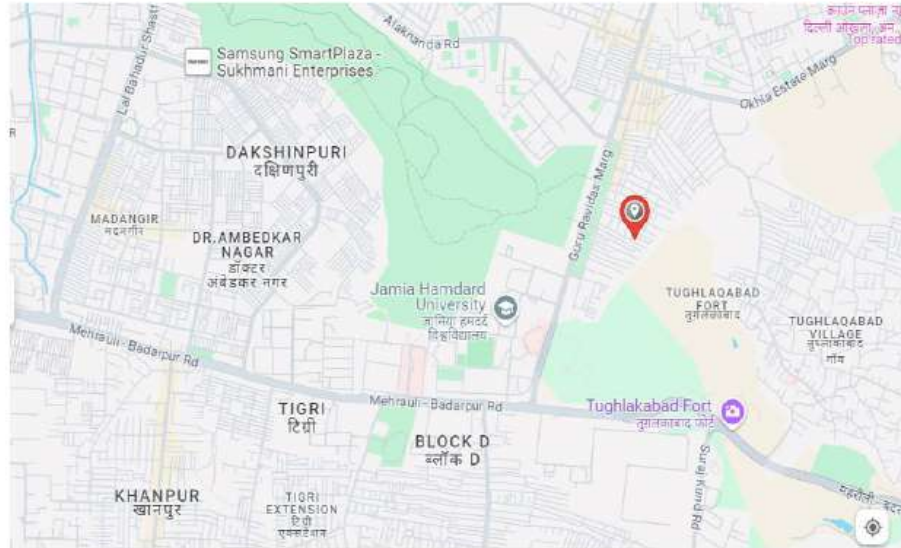
Save and except Mr. Nandan kumar Mishra (Din:10681136) none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

REGISTERED OFFICE:
RZ-1484/28,GF
Tughlakabad Ext.
NewDelhi-110019
Date: 29.08.2024

By Order and on behalf of the Board of Directors
FOR SC AGROTECH LTD.

Sd/-
VIJAYKUMAR JOTANI
(COMPANY SECRETARY)

Route Map (Venue of Annual General Meeting)
Google Map:Rz-1484/28 Tughlakabad Extn New Delhi-110019



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

Name of the Director	Ms. Varsha rani
<i>Din No</i>	10607337
<i>Designation</i>	Director
<i>Fathers Name</i>	Sh Kirpal Singh Tomar
<i>Date of Birth</i>	01/07/1986
<i>Date of Appointment</i>	30.04.2024
<i>Nationally</i>	Indian
<i>Educational Qualification</i>	MBA
<i>Experience & Expertise</i>	Ms. Varsha is a Master of Business Administration and has a rich experience in Agritech Industry, specifically purchase and logistics
<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

Name of the Director	Mr. Ravi Yashwant bhai Patel
<i>Din No</i>	08819521
<i>Designation</i>	Whole time Director/Executive Director
<i>Fathers Name</i>	YASHWANT BHAI PATEL
<i>Date of Birth</i>	10/02/1988
<i>Date of Appointment</i>	29.06.2024
<i>Nationally</i>	Indian
<i>Educational Qualification</i>	Certified accountant from Institute of Chartered Accountants of India
<i>Experience & Expertise</i>	Ravi Patel has experience of more than a decade in the field of Accounting and Finance. He is certified accountant from Institute of Chartered Accountants of India and hold a degree of Bachelor of Commerce
<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

Name of the Director	Mr. Karan Ashokbhai Bard
<i>Din No</i>	08819522
<i>Designation</i>	Independent Director
<i>Fathers Name</i>	ASHOK BHAI BHADRA
<i>Date of Birth</i>	03/07/1989
<i>Date of Appointment</i>	29.06.2024
<i>Nationally</i>	Indian
<i>Educational Qualification</i>	Diploma in International Business Management
<i>Experience & Expertise</i>	Mr. Bard has 15 years of experience in Road Transport Service and 2 years as an Industry Expert in Supply Chain Management, Business Strategy, and Finance Education. He holds a Diploma in International Business Management and a B.Com degree
<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

Name of the Director	Mr. Varun Shakya
<i>Din No</i>	10681149
<i>Designation</i>	Managing Director
<i>Fathers Name</i>	PREM DAS SHAKYA
<i>Date of Birth</i>	09/05/1987
<i>Date of Appointment</i>	29.08.2024
<i>Nationally</i>	Indian
<i>Educational Qualification</i>	Business Management
<i>Experience & Expertise</i>	Mr. Varun Shakya has done post-graduation diploma in Operational Management . Mr. Varun Shakya has more than a decade of experience in the field of Business Management , planning and implementation of growth strategies. He has strong leadership skills. Their appointment will be in the interest of the Company.
<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

Name of the Director	Mr. Nandan kumar Mishra
<i>Din No</i>	10681136
<i>Designation</i>	Independent Director
<i>Fathers Name</i>	Satya Narayan Mishra
<i>Date of Birth</i>	08/11/1989
<i>Date of Appointment</i>	29.08.2024
<i>Nationally</i>	Indian
<i>Educational Qualification</i>	Business Management and Finance.(Graduate in Commerce)
<i>Experience & Expertise</i>	He is Graduate in Commerce with has experience of more than 10 years in Business Management and Finance.
<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

Statement containing additional disclosure as required under Regulation 36(5) of the Listing Regulation 2015.

<i>Proposed fees payable to the statutory auditor for the financial Year</i>	As mutually decided by the Board and Auditor after review by Audit Committee
<i>Term of appointment</i>	Five years w.e.f. the conclusion of ensuing AGM in place of existing Auditors whose tenure will expire at the ensuing AGM as per the provisions of Companies Act, 2013
<i>In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change</i>	The fee agreed with new auditor and considering the enhanced size of the operations of the Company, scope of services and experience, profile and calibre of the proposed Auditors, the fees is reasonable and is commensurate with the experience and scope of work
<i>Basis of recommendation for appointment including the details in relation to and credentials of the Statutory auditor proposed to be appointed</i>	The recommendations made by the Audit Committee, and the Board of Directors of the Company, are in fulfilment of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder
<i>Brief Profile of Statutory Auditor</i>	M/s. YSSB & Associates Chartered Accountants (FRN no.121356W), Chartered Accounting firm is professionally managed firm over Several decades and consists of distinguished Chartered Accountants, Corporate Financial Advisors and Tax Consultant, Audit and Assurance etc.

DIRECTOR'S REPORT

TO

**THE MEMBERS
SC AGROTECH LIMITED**

Your directors have Pleasure in presenting the 34th Annual Report together with audited statement of accounts for the year ended 31st March 2024

Financial Performance: -

(Amount in Rs.)

Particulars	As on 31.03.2024	As on 31.03.2023
Income		
Revenue from operations (gross)	6811526	886830
Other Income	9842677	29862483
Total Income	16654203	30749313
Expenses		
Purchase(COGS)	5818588	1282270
Employee benefits expense	2994574	3263403
Depreciation and amortization expenses	136068	141068
Other expenses	5144066	6223256
Total Expenses	10909996	10909996
Profit (loss) before exceptional and extraordinary items and tax	2560907	19839317
Less: Exceptional Items & Current Tax		
1 Prior Period Tax Credit	8800	
2. Current year tax Exp		
Less:-MAT credit entitlement		
EARLIER YEARS		
DEFERRED TAX	(18967)	(18721)
Profit/(loss) after Tax and exceptional Items	2395973	19858038

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year the company has earned a profit of Rs. 25.52 lakh as compared to previous year of profit Rs. 198.39 lakh during the period under review.

INDIAN ACCOUNTING STANDARDS (Ind AS)

The Financial Results for the year 2023-24 have been prepared in accordance with Ind AS, prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under and the other recognized accounting practices and policies to the extent applicable. The Financial Results for all the periods of 2023-24 presented have been prepared in accordance with Ind AS.

PUBLIC DEPOSITS

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

DIVIDEND

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

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

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

Share Capital:

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

PROCEEDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

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

ONE TIME SETTLEMENTS

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

INVESTOR SERVICES

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

DIRECTORS AND KMP:

Name of Director	Designation
Mr. Varun Shakya	Managing Director
Mr. Ravi Yashwambhai Patel	Whole time Director
Mr. Sharad Ratan	Non- Executive Independent Director
Mr. Nandan kumar Mishra	Non-Executive - Independent Director
Ms. Varsha Rani	Non -Executive Woman director
Mr. Karan Ashokbhai Bhadra	Non-Executive - Independent Director
Mr. Amit Sehgal	Chief Financial officer
Mr. Vijay kumar Jothani	Company Secretary

➤ **DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- i) *That in the preparation of the annual accounts for the financial year ended 31st March 2024 the applicable accounting standards have 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 2023-24

The Secretarial Audit report for the financial period ended 31st march, 2024 is attached as Annexure- A of this Board's report. The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

CORPORATE SOCIAL RESPONSIBILITY:

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within the purview of

Section 135(1) of the Companies Act 2013 and hence it is not required to formulate policy on Corporate Social responsibility.

RISK MANAGEMENT POLICY:

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

FIXED DEPOSITS:

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

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

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

RELATED PARTIES TRANSACTIONS

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

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, 2024 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 2023-24 has been paid to BSE Limited.

STATUTORY AUDITORS:

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

GENERAL DISCLOSURE

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

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

ACKNOWLEDGEMENT:

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

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

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

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

Place: New Delhi
Date: 29.08.2024

sd/-
Ravi Yashwant Blai Patel
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 2024.

1. CONSERVATION OF ENERGY:

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

2. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION

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

3. FOREIGN EXCHANGE EARNING AND OUTGO.

Foreign Exchange Earning and outgo during the year is NIL.

CFO AND COMPLIANCE OFFICER CERTIFICATION

To

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

Dear Sir,

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

We, Mr. Amit Sehgal, CFO and Mr. Vijay Kumar Jothani & 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 2024, and that to the best of our knowledge and belief:

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

Declaration

(As required under Regulation 26(3) and 34(3) read with Schedule V(D) of the Listing Regulations in relation to Code of Conduct). I, Mr. Amit Sehgal CFO, SC AGROTECH LIMITED hereby declare that to the best of my knowledge and belief, all Board members and senior management personnel have affirmed compliance with the Company's code of conduct for the year ended 31st March, 2024.

Date : 29.08.2024
Place: New Delhi

Mr. Amit Sehgal
CFO

Mr. Vijay Kumar Jothani
Company Secretary and Compliance officer

Form No. AOC-2

Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

<i>S N</i>	<i>Name(s) of the related party and nature of relation s hip</i>	<i>Nature of contract s / arrange ments/trans actions</i>	<i>Duration of the contracts / arrangements / transactions</i>	<i>Justification on for entering into such contracts or arrangements or transactions</i>	<i>Date(s) of approval by the Board</i>	<i>Amount paid as advance es, if any</i>	<i>Date on which the special resolution was passed in general meeting as required under first proviso to Section 188</i>
NIL							

2. Details of material contracts or arrangement or transactions at arm's length basis

<i>S N</i>	<i>Name(s) of the related party and nature of relations hip</i>	<i>Nature of contracts / arrange ments/trans actions</i>	<i>Duration of the contracts / arrangements / transactions</i>	<i>Salient terms of the contracts or arrangements or transactions including the value if any</i>	<i>Date on which the special resolution was passed in general meeting as required under first proviso to Section 188</i>
1	Greenium	Sale	Ongoing	Greenium	30.09.2023
2	Jayshee investments Pvt Ltd	Investment	Ongoing	Jayshee investments Pvt Ltd	
3	Sheela Chandak	Rent	Ongoing	Sheela Chandak	

SECRETARIAL AUDIT REPORT (MR-3)
FOR THE FINANCIAL YEAR ENDED 31.03.2024
(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 2024 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, 2024 according to the provision of:

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

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.

- (ii) The Listing Agreement entered into by the Company with the Stock Exchange

During the period under review the Company has complied with the Provision of the Act, Rules, regulations, guidelines, standards etc. mentioned above subject to the following observations:

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

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

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

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

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

1. No Buy Back of Securities is being done.
2. No redemption /Buy Back of Securities has been done during this financial year ended 31.03.2024
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

SD/-

Gulista
Company Secretary
M.No 49402
COP 24089

Place: New Delhi
Date: 28.08.2024
UDIN: A049402F001084799

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

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

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

In my/our opinion and to the best of my / our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Name of Director	Designation
Mr. Varun Shukya	Managing Director
Mr. Ravi Yashwant bhai Patel	Whole time Director
Mr. Sharad Ratan	Non- Executive Independent Director
Mr. Nandan kumar Mishra	Non-Executive - Independent Director
Ms. Varsha Rani	Non -Executive Woman director
Mr. Karan Ashok bhai Bhadra	Non-Executive - Independent Director
Mr. Amit Sehgal	Chief Financial officer
Mr. Vijay kumar Jothani	Company Secretary

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR AND ON BEHALF OF THE BOARD
For SC AGROTECH LIMITED

Place: New Delhi
Date: 29.08.2024

SD/-
Ravi Yashwant Bhai Patel
Executive/Whole Time Director

**CORPORATE GOVERNANCE:
REPORT ON CORPORATE GOVERNANCE
[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Annexure-B

“Corporate Governance refers to the set of systems, principles and processes by Which Company are 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 Six Directors including Whole time Director, Managing Director and Three 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 2023-24, Six (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: 02.06.2023, 14.08.2023, 30.08.2023, 14.11.2023, 20.01.2024, 14.02.2024 and the gap of the Two board meeting is not more than four month (120 days).

The Composition and Category of Director as on 31.03.2024 is as follows.

Name of Director	Category	Board Meeting	Whether presented in the Previous AGM held on 30.09.2023 Y for Yes, N for No.
SH VIJAY SHANKAR THAKUR	EXECUTIVE DIRECTOR / WTD	6	Y
SMT HEMALATA RAJORA	WOMAN DIRECTOR/INDEPENDENT DIRECTOR	6	Y
SH. SHARAD RATAN	INDEPENDENT DIRECTOR	6	N
SH. NETRAPAL	INDEPENDENT DIRECTOR	6	Y
SH. AMIT SEHGAL	CHIEF FINANCIAL OFFICER	6	Y
SH. AMIT KUMAR	COMPANY SECRETARY	6	Y

APPOINTMENT / CHANGE OF DIRECTOR

Name of Director	Category	Appointment/Resignation
SH. VIJAY SHANKAR THAKUR	EXECUTIVE DIRECTOR / WTD	RESIGNED W.E.F 29.06.2024
SMT HEMALATA RAJORA	WOMAN DIRECTOR/INDEPENDENT DIRECTOR	RESIGNED W.E.F 30.04.2024
SH. SHARAD RATAN	INDEPENDENT DIRECTOR	NO CHANGE
SH. NETRAPAL	INDEPENDENT DIRECTOR	RESIGNED W.E.F 29.06.2024
SH. AMIT SEHGAL	CHIEF FINANCIAL OFFICER	NO CHANGE
SH. AMIT KUMAR	COMPANY SECRETARY	RESIGNED W.E.F 29.06.2024
MR. RAVI YASHWANTBHAI PATEL	WHOLE TIME DIRECTOR	APPOINTMENT W.E.F 29.06.2024
MR. NANDAN KUMAR MISHRA	NON- EXECUTIVE INDEPENDENT DIRECTOR	APPOINTMENT W.E.F 29.08.2024
MS. VARSHA RANI	WOMAN DIRECTOR	APPOINTMENT W.E.F 30.04.2024
MR. KARAN ASHOKBHAI BHADRA	NON -EXECUTIVE WOMAN DIRECTOR	APPOINTMENT W.E.F 29.08.2024
MR. VIJAY KUMAR JOTHANI	COMPANY SECRETARY	APPOINTMENT W.E.F 14.08.2024
MR. VARUN SHAKYA	MANAGING DIRECTOR	APPOINTMENT W.E.F 29.08.2024

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 as on 31.03.2024 is given below:-
02.06.2023, 14.08.2023,30.08.2023, 14.11.2023, 20.01.2024, 14.02.2024

Name of the Members	Status	Attendance at the Committee Meeting held on			
		02.06.2023	14.08.2023	14.11.2023	14.02.2024
Netrapal	Independent Director	Yes	Yes	Yes	Yes
Sharad Ratan	Independent Director	Yes	Yes	Yes	Yes
Vijay Shankar Thakur	Whole time Director/Executive Director	Yes	Yes	Yes	Yes

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	Attendance at the Committee Meeting held on			
		02.06.2023	14.08.2023	14.11.2023	20.01.2024
Netrapal	Independent Director	Yes	Yes	Yes	Yes
Sharad Ratan	Independent Director	Yes	Yes	Yes	Yes
Vijay Shankar Thakur	Whole time Director/Executive Director	Yes	Yes	Yes	Yes

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 2023-24 and the total strength of the Stake Holder Committee is Three. Board has constituted stake holder committee. In the year 2023-24 The Company has redressed all the Complaints/ grievances within the stipulated times.

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

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 2023-24 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 31.03.2024	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 : 30.09.2024 , 11:00 A.M

VENUE: Regd Office of the company

Financial year ending:- 31.03.2024.

Book closure date: 21st September 2024 to 30th September, 2024 (both the days inclusive)

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

Other Information:

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

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

c) *Registered Address; Rz-1484/28 Ground floor Tughlakabd Extn NewDelhi-110019*

E-mail id of the Company and Compliance officer:: Sheel102@gmail.com

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

Registrar and Share Transfer Agent

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

Skyline Financial Services Private Limited

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

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

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

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

Remuneration of Director and KMP:

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

SI No	Particular of Remuneration	Name Of The Md/WTD/Manager	Total Amt
1.	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 DIRECTOR/KMP

SI No.	Particular of remuneration	Name of Directors			
		Mrs hemlata Rajora	Mr Netrapal	MR Sharad Ratan	Mr Vijay Shanakar
1.	Independent Directors				
	Salary		60000 Per month		
	Fee for attending board committee meetings	5000 Per meeting	5000 Per meeting	5000 Per meeting	5000 Per meeting
	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	5000	65000	5000	5000
	Overall Ceiling as per the Act	0	0	0	

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

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

Management Discussion And Analysis

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

Opportunities and Threat

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

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

Segment wise Performance- N.A

Human relations

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

Caution:

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

(Vii) Penalties/Punishment/Compounding of offences:

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

NIL

Internal control System:

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

Caution:

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

DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with Regulation 27 of SEBI, Listing Obligation and Disclosure Requirement, Regulation 2015 of the Listing Agreement with the Stock Exchanges, Whole time Director/CE 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 31.03.2024.

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

Place: New Delhi
Date: 29.08.2024

sd/-
Ravi Yashwant Bhai Patel
Executive/Whole Time Director

INDEPENDENT AUDITOR'S REPORT

To,

The Members / Shareholders,
M/s SC Agrotech Limited
Delhi,

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of M/s. SC Agrotech Limited which comprise the Balance Sheet as at 31st March, 2024, the Profit & Loss Account and Cash Flow Statement for the year ending 31.03.2024 and a summary of significant accounting policies and other explanatory information. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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 2024 and its profit for the year ended on that date.

BASIS OF OPINION

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN (INCLUDE ONLY IS APPLICABLE)

The Company is incorporated in 28.11.1990.

As per the Financial Statements & review of records and evidence, it seems that company have enough funds and assets as compared to its liabilities. These factors do not make any doubt on uncertainty of company as a going concern.

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.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Company's board of directors are responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. However, we have nothing to report in this regard

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors are 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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1- *As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.*
- 2- *As required by Section 143(3) of the Act, we report that:*
 - (a) *We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.*
 - (b) *In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purpose of this audit has been received from branches not visited by us.*
 - (c) *The Balance Sheet, the Statement of Profit and Loss and cash flow statement 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) *On the basis of the written representations received from the directors as on March 31, 2024 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of Section 164(2) of the Act.*
 - (f) *With respect to the adequacy of the internal financial controls over financial reporting the company and operating effectiveness of such controls, refer to our separate report in annexure "B".*

(g) *With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:*

- i. *On the basis of written representations received from management as on March 31, 2024, The Company is not involved in any litigations pending as at 31st March 2024 on its financial positions in its financial statements.*
- ii. *The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.*
- iii. *There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.*

For MANOJ SANGEETA & ASSOCIATES
Chartered Accountants

FRN NO 021873N

SD/-
CA BALWANT SINGH AGGARWAL
Partner,
M. No. 081261
UDIN- 24081261BKFPVJ9434

Place: New Delhi
Date : 29.05.2024

Annexure "A" to the Independent Auditor's 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 M/s. SC Agrotech Limited on the financial statements for the year ended March 31, 2024.)

(i) (a) (A) The Company has not maintained proper records showing full particulars, including quantitative details and situation of Plant and Equipment.

(B) The Company has not maintained proper records showing full particulars of tangible assets.

(b) The Company doesn't have any Plant and Equipment so the physically verification not applicable to the company.

(c) According to the information and explanation given to us, the title deeds of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favor of the lessee) are held in the name of the company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, Reporting under Clause 3(i)(d) of the order is not applicable to the company.

(e) According to the information and explanation given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder during the year.

(ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, in our opinion, the coverage and procedure of such verification by the management is appropriate. As informed to us, any discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such verification except this company has found some inventory in damage condition so they booked abnormal loss of Rs. 10,96,742.27/-.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the company. The company has not been sanctioned during any point of time of the year, working capitals limits in excess of five crores, in aggregate from banks or financial institutions are in agreement with the books of account of the Company. Hence reporting under clause 3(ii)(b) of the Order is not applicable

(iii) During the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties:

(a) During the year the company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.

(b) According to the information and explanation given to us, the investments made are not prejudicial to the company's interest;

(c) schedule of repayment of the principal amount and the payment of the interest have not been stipulated and hence we are unable to comment as to whether receipt of the principal amount and the interest is regular;

(d) According to the information and explanation given to us, no amount is overdue in these respect;

(e) According to the information and explanation given to us, Company has not granted any loan.

(f) The Company has during the year, not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the provisions of clauses 3(iii) of the Order are not applicable.

(iv) According to the information and explanation given to us, the company has no loans, investments, guarantees or security where provisions of section 185 and 186 of the Companies Act, 2013 are to be complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

(vii) (a) The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) There are no dues in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues that have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanation given to us, company has no transactions, not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961);

(ix) (a) In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year;

(b) Company is not declared willful defaulter by any bank or financial institution or other lender;

(c) According to the information and explanation given to us we report that no term loans clause were applied term loans were applied for the purpose for which the loans were obtained;

(d) According to the information and explanation given to us, We report that no funds funds raised on short term basis have not been utilised for long term purposes;

(e) According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or jointventures;

(f) According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;

(x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year;

(b) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year

(xi) (a) According to the information and explanation given to us, any fraud by the company or any fraud on the company has not been noticed or reported during the year;

(b) According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;

(c) According to the information and explanation given to us, no whistle-blower complaints, received during the year by the company;

(xii) Company is not a Nidhi company, accordingly provisions of the Clause 3(xii) of the Order is not applicable to the company;

(xiii) According to the information and explanations given to us, we are of the opinion that all transactions with related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the Accounting Standards and the Companies Act, 2013.

(xiv) According to the information and explanations given to us, the company has not internal audit system commensurate with the size and nature of its business

(xv) According to the information and explanations given to us, we are of the opinion that the company has not entered into any non-cash transactions with directors or persons connected with him and accordingly, the provisions of clause 3(xv) of the Order is not applicable.

(xvi) According to the information and explanations given to us, we are of the opinion that the company is not required to be

registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India, accordingly the provisions of clause 3(xvi) of the Order are not applicable;

(xvii) According to the information and explanations given to us and based on the audit procedures conducted we are of opinion that the company has not incurred any cash losses in the financial year and the immediately preceding financial year;

(xviii) There has been no resignation of the statutory auditors during the year and accordingly, the provisions of clause 3(xviii) of the Order is not applicable;

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that company is incapable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order is not applicable.

(xxi) The company is not required to prepare consolidated Financial Statement hence reporting under clause (xxi) is not applicable. Accordingly, no comment has been included in respect of said clause under this report.

For MANOJ SANGEETA & ASSOCIATES
Chartered Accountants
FRN NO 021873N

Sd/-
CA BALWANT SINGH AGGARWAL
Partner
M. No. 081261
UDIN - 24081261BKFPVJ9434

Place: New Delhi
Date: 29.05.2024

Annexure B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of M/s SC Agrotech Limited as of 31 March 2024 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 2024, 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

(BALWANT SINGH AGGARWAL)
PARTNER,
MNO: 081261
PLACE: NEW DELHI
DATE: 29.05.2024
UDIN- 24081261BKFPVJ9434

SC AGROTECH LIMITED

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

CIN: L01122DL1990PLC042207

Balance Sheet As At 31st March 2024

(All amount are in indian rupees unless otherwise stated)

Particulars	Notes	As At 31st March 2024	As At 31st March 2023
ASSETS			
<u>NON CURRENT ASSETS</u>			
(A) PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS			
(I) PROPERT, PLANT AND EQUIPMENT	3	4,569,006	4,843,778
FINANCIAL ASSETS			
- OTHERS	4	11,570,000	13,570,000
TOTAL NON CURRENT ASSETS		16,139,006	18,413,778
<u>CURRENT ASSETS</u>			
FINANCIAL ASSETS			
- INVENTORIES		-	2,197,768
- TRADE RECEIVABLES	5	8,383,564	3,160,503
- CASH & CASHEQUIVALENTS	6	2,306,248	1,042,077
- LOANS	7	1,808,697	159,513
CURRENT TAX ASSETS (NET)	8	2,467,228	1,878,894
TOTAL CURRENT ASSETS		14,965,737	8,438,754
TOTAL ASSETS		31,104,743	26,852,532
EQUITY AND LIABILITIES			
EQUITY			
EQUITY SHARE CAPITAL	9	59,950,000	59,950,000
OTHER EQUITY	10	(33,424,282)	(35,820,256)
		26,525,718	24,129,744
NON-CURRENT LIABILITIES			
FINANCIAL LIABILITIES			
- BORROWINGS	11	-	-
DEFEERRED TAX LIABILITIES (NET)	12	752,248	771,215
OTHER NON-CURRENT LIABILITIES	13	1,000,000	1,000,000
		1,752,248	1,771,215
CURRENT LIABILITIES			
SHORT TERM BORROWINGS			
FINANCIAL LIABILITIES	14	-	-
- TRADE PAYABLES			
(A) TOTAL OUTSTANDING DUES OF MICRO ENTERPRISES AND SMALL ENTERPRISES; AND			
(B) TOTAL OUTSTANDING DUES OF CREDITORS OTHER THAN MICRO ENTERPRISES AND SMALL ENTERPRISES	15	558,977	553,762
- OTHER FINANCIAL LIABILITIES	16	317,800	397,811
CURRENT TAX LIABILITIES (NET)	17	1,950,000	-
TOTAL CURRENT LIABILITIES		2,826,777	951,573
TOTAL EQUITY AND LIABILITIES		31,104,743	26,852,532
Statement on significant accounting policies	1-2		
The accompanying notes are an integral part of the financial statements			
This is the Balance sheet referred to in our report of even date			
Notes to Accounts	3-29		

SC AGROTECH LIMITED

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

CIN: L01122DL1990PLC042207

Statement of Profit & Loss As At 31st March 2024

(All amount are in indian rupees unless otherwise stated)

Particulars	Notes	As At 31st March 2024	As At 31st March 2023
CONTINUING OPERATION INCOME			
Revenue from operations	18	6,811,526	886,830
Other income	19	9,842,677	29,862,483
Total income		16,654,203	30,749,313
EXPENSES			
Cost of Goods Sold	20	5,818,588	1,282,270
Employee benefit expenses	21	2,994,574	3,263,403
Depreciation and amortisation expenses	3	136,068	141,068
Other expenses	22	5,144,066	6,185,256
Total expenses		14,093,297	10,871,996
Profit before tax from continuing operation		2,560,907	19,877,317
Prior period items		8,800	-
Profit before tax		2,552,107	19,877,317
Tax expenses:			
Current tax		-	-
Less:- MAT Credit Entitlement		-	-
Earlier years		175,100	-
Deferred tax		(18,967)	(18,721)
Profit for the year from continuing operations		2,395,973	19,896,038
Other comprehensive Income			
Other comprehensive income not to be reclassified to profit & loss		-	-
Total other comprehensive income for the year		-	-
Total comprehensive income for the year		2,395,973	19,896,038
Earnings Per Share			
-Basic		0.40	3.32
-Diluted		0.40	3.32
Statement on significant accounting policies	1-2		
The accompanying notes are an integral part of the financial statements			
This is the Statement of profit and loss referred to in our report of even date			
Notes to Accounts	3-29		

SC AGROTECH LIMITED

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

CIN: L01122DL1990PLC042207

Cash Flow Statement As At 31st March 2024

(All amount are in indian rupees unless otherwise stated)

Particulars	As At 31st March 2024	As At 31st March 2023
A. Cash flow from operating activities:		
Profit before tax	2,552,107	19,877,317
Adjustments for:		
Depreciation and amortisation expenses	136,068	141,068
prior period tax	(175,100)	-
Interest income	(18,780)	(35,980)
Franchisee Fees	(4,800,000)	(3,600,000)
Rental Income	-	(30,000)
Operating profit before working capital changes	(2,305,705)	16,352,405
Adjustments for changes in working capital :		
- Movement in trade receivables	(5,223,061)	5,802,900
- Movement in other receivables	(2,237,518)	440,347
- Movement in inventories	2,197,768	(1,917,768)
- Movement in trade & other payables	1,875,204	(12,525,340)
Cash generated from operations	(5,693,312)	8,152,545
Income tax paid (net of refund)	-	-
Net cash generated from operating activities	(5,693,312)	8,152,545
B. Cash flow from investing activities:		
Franchisee Fees	4,800,000	3,600,000
Interest received	18,780	35,980
Government Bonds	-	(1,000,000)
Advance for land purchase	2,000,000	(12,200,000)
Purchase of Fixed Assets	(4,381,399)	(3,004,655)
Rent received	-	30,000
Net cash used in investing activities	2,437,381	(12,538,675)
C. Cash flow from financing activities:		
Sale of Flat	4,520,103	4,013,248
Net cash used from financing activities	4,520,103	4,013,248
Net increase in cash and cash equivalents	1,264,172	(372,883)
Cash and cash equivalents at the beginning of the year	1,042,076	1,414,959
Cash and cash equivalents at the end of the year	2,306,248	1,042,076

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

SC AGROTECH LIMITED

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

CIN: L01122DL1990PLC042207

Statement of Changes in Equity As At 31st March 2024

a. Equity Share Capital

Particulars	Amount (Rs.)
Balance as at 01.04.2023	59,950,000
Changes in equity share capital during the year	-
Balance as at 31.03.2024	59,950,000
Changes in equity share capital during the year	-
Balance as at 31.03.2024	59,950,000

b. Other Equity

Attributable to equity shareholders of the company	
Reserves & Surplus	
	Retained Earnings
Balance as at 01.04.2023	(35,820,256)
Profit for the year	2,395,973
Items of OCI for the year, net of tax	-
Total Comprehensive income for the year	2,395,973
Transfer from Retained Earnings	-
Balance as at 31.03.2024	(33,424,282)

See accompanying notes to financial statements
in terms of our report attached

SC AGROTECH LIMITED

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

PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS

Note

3

PARTICULARS	Gross Block				Depreciation			Net Block	
	Value as on 01.04.2023	Addition	Disposal	Closing value as on 31.03.2024	Value as on 01.04.2023	Depreciation for 2023-24	Write off during the year	Value as on 31.03.2024	Value as on 31.03.2023
PROPERTY PLANT & EQUIPMENT									
Land	945,899	4,381,399	4,520,103	807,195	-	-	-	807,195	945,899
Factory Building	4,714,287	-	-	4,714,287	816,408	136,068	-	952,476	3,897,879
	5,660,186	4,381,399	-	5,521,482	816,408	136,068	-	952,476	4,843,778
INTANGIBLE ASSETS									
Trade Mark	30,000	-	-	30,000	30,000	-	-	30,000	-
	30,000	-	-	30,000	30,000	-	-	30,000	-
TOTAL	5,690,186	4,381,399	-	5,551,482	846,408	136,068	-	982,476	4,843,778

4 OTHER FINANCIAL ASSETS

Particulars	As At 31st March 2024	As At 31st March 2023
<u>NON CURRENT</u>		
Security deposits	370,000	370,000
Advance against property	11,200,000	13,200,000
Total	11,570,000	13,570,000

5 TRADE RECEIVABLES

Particulars	As At 31st March 2024	As At 31st March 2023
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	-	-
Unsecured, considered doubtful	2,096,503	2,096,503
	<u>2,096,503</u>	<u>2,096,503</u>
Less : Allowances for bad and doubtful debts	-	-
	<u>2,096,503</u>	<u>2,096,503</u>
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	6,287,061	1,064,000
Unsecured, considered doubtful	-	-
	<u>6,287,061</u>	<u>1,064,000</u>
Less : Allowances for bad and doubtful debts	-	-
	<u>6,287,061</u>	<u>1,064,000</u>
Total	8,383,564	3,160,503

6 CASH AND CASH EQUIVALENTS

Particulars	As At 31st March 2024	As At 31st March 2023
Cash and cash equivalents		
Cash on hand	863,301	765,450
Balances with banks		
- on current accounts	1,442,948	276,627
	<u>2,306,248</u>	<u>1,042,077</u>
Total	2,306,248	1,042,077

7 OTHER FINANCIAL ASSET

Particulars	As At 31st March 2024	As At 31st March 2023
<u>CURRENT</u>		
Deposit as security	1,120,000	120,000
Loans & advances to staff	-	39,513
Advance to Suppliers	688,697	-
Total	1,808,697	159,513

8 CURRENT TAX ASSETS (NET)

Particulars	As At 31st March 2024	As At 31st March 2023
Deposits with Revenue authorities	1,998,330	1,509,330
Mat Credit	369,564	369,564
GST Receivables	99,334	-
	<u>2,467,228</u>	<u>1,878,894</u>

9 SHARE CAPITAL

Particulars	As At 31st March 2024		As At 31st March 2023	
	Number	Amount	Number	Amount
Authorised share capital				
Equity shares of `10 each	6,500,000	65,000,000	6,500,000	65,000,000
Cumulative preference share of Rs. 100 each	50,000	5,000,000	50,000	5,000,000
		70,000,000		70,000,000
Issued, subscribed and paid-up share capital				
Equity shares of `10 each	5,995,000	59,950,000	5,995,000	59,950,000
Total		59,950,000		59,950,000

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 2024		As At 31st March 2023	
	Number	Amounts	Number	Amounts
Balance at the beginning of the year	5,995,000	59,950,000	5,995,000	59,950,000
Add : Issued during the year	-	-	-	-
Balance at the end of the year	5,995,000	59,950,000	5,995,000	59,950,000

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 2024		As At 31st March 2023	
	Number of shares held	% of holding	Number of shares held	% of holding
S N Chandak	1,323,811	22.08%	1,319,322	22.01%
Sheela Maheswari	648,980	10.83%	648,980	10.83%

10 OTHER EQUITY

Particulars	As At 31st March	As At 31st March
	2024	2023
RETAINED EARNINGS		
Surplus as per Statement of profit and loss		
Balance at the beginning of the year	(35,820,256)	(55,716,293)
Add: Profit for the year	2,395,973	19,896,037.74
Balance at the end of the year	(33,424,282)	(35,820,256)
	(33,424,282)	(35,820,256)

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

4 OTHER FINANCIAL ASSETS

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

5 INVESTMENT

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

6 TRADE RECEIVABLES

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

7 CASH AND CASH EQUIVALENTS

Particulars	As At 31st March 2023	As At 31st March 2022
Cash and cash equivalents		
Cash on hand	7,65,450	2,98,811
Balances with banks		
- on current accounts	2,76,627	11,16,148
	<u>10,42,077</u>	<u>14,14,959</u>
Total	<u>10,42,077</u>	<u>14,14,959</u>

8 OTHER FINANCIAL ASSET

Particulars	As At 31st March 2023	As At 31st March 2022
<u>CURRENT</u>		
Deposit as security	1,20,000	1,20,000
Loans & advances to staff	39,513	-
Total	<u>1,59,513</u>	<u>1,20,000</u>

9 CURRENT TAX ASSETS (NET)

Particulars	As At 31st March 2023	As At 31st March 2022
Deposits with Revenue authorities	18,78,894	23,58,754
Less: Provision for Income tax	-	-
	<u>18,78,894</u>	<u>23,58,754</u>

10 SHARE CAPITAL

Particulars	As At 31st March 2023		As At 31st March 2022	
	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

11 FINANCIAL LIABILITIES		
Particulars	As At 31st March 2024	As At 31st March 2023
BORROWINGS		
Unsecured	-	-
From Others	-	-
Total	-	-
12 DEFERRED TAX LIABILITIES (NET)		
Particulars	As At 31st March 2024	As At 31st March 2023
Deferred tax liability		
Fixed assets: Impact of difference between tax depreciation and depreciation charged in the books.	752,248	771,215
Deferred tax liability	752,248	771,215
13 OTHER NON CURRENT LIABILITIES		
Particulars	As At 31st March 2024	As At 31st March 2023
Security / deposits	1,000,000	1,000,000
Total	1,000,000	1,000,000
(This space has been intentionally left blank)		

14 SHORT TERM BORROWINGS		
Particulars	As At 31st March 2024	As At 31st March 2023
Secured		
Unsecured		
from banks	-	-
Total	-	-

15 TRADE PAYABLES		
Particulars	As At 31st March 2024	As At 31st March 2023
Due to Micro, Small and Medium Enterprises *	-	-
Others	558,977	553,762
Less Provision for impairment	-	-
Total	558,977	553,762

* 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 2024	As At 31st March 2023
CURRENT		
Audit Fee Payable	37,000	32,000
Statutory dues payable	16,628	113,529
Expenses Payable	264,172	252,282
Total	317,800	397,811

17 CURRENT TAX LIABILITIES (NET)		
Particulars	As At 31st March 2024	As At 31st March 2023
Advance from Customers	1,950,000	-
Total	1,950,000	-

18 REVENUES

Particulars	As At 31st March 2024	As At 31st March 2023
Revenue from operations		
Sale of products	6,811,526	886,830
Total	6,811,526	886,830

19 OTHER INCOME

Particulars	As At 31st March 2024	As At 31st March 2023
Interest income	18,780	35,980
Franchisee fee	4,800,000	3,600,000
Profit on Sale of Fixed Assets	4,373,897	26,196,503
FPO Charges	650,000	-
Rent received	-	30,000
Total	9,842,677	29,862,483

20 COST OF GOODS SOLD

Particulars	As At 31st March 2024	As At 31st March 2023
Opening Stock	2,197,768	280,000.00
Purchase of Products	3,620,821	3,142,000
Direct Expenses		
Freight Inward	-	58,037
Closing Stock	-	2,197,768
Total	5,818,588	1,282,270

21 EMPLOYEE BENEFIT EXPENSES

Particulars	As At 31st March 2024	As At 31st March 2023
Salaries & Wages	2,985,821	3,215,528
Staff Welfare	8,753	47,875
Total	2,994,574	3,263,403

22 OTHER EXPENSES

Particulars	As At 31st March 2024	As At 31st March 2023
Advertisement & Publicity Exps	22,440	28,160
Audit Fees	37,000	32,000
Abnormal Loss (Stock)	1,096,742	908,000
Book & Periodicals	1,410,000	1,310,360
Bank Charges	2,698	9,883
Business Promotion	122,885	262,553
Conveyance	148,125	193,184
Computers & Software Expenses	17,421	-
Office Expenses	22,990	230,281
Fees Rates & Taxes	5,238	656,600
Listing Fees	397,888	544,343
Loading & Unloading Expenses	29,600	-
AGM Runnig Expenses	125,174	343,670
Postage, Stamps & Courier	-	1,351
Printing & Stationery	281,808	28,821
Professional Charges	669,516	796,934
Property Tax	14,260	-
Rent	240,000	240,000
Misc expenses/ write off	203,747	246,659
Telephone & Web Exps.	4,390	3,684
Tour & Travelling Expenses	272,434	211,591
Repair & Maintanance	19,710	137,182
Total	5,144,066	6,185,256

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID Name & Address of The Registered Shareholder /Proxy

Regd. Folio No.

No. of Shares

I CERTIFY THAT I AM A REGISTERED SHAREHOLDER/PROXY FOR THE REGISTERED SHAREHOLDER OF THE COMPANY. I HEREBY RECORD MY PRESENCE AT THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY, THE 30TH SEPTEMBER, 2024 AT 11:00 A.M AT REGISTERED ADDRESS OF THE COMPANY.

Name of Shareholder/Proxy _____

Signature of Shareholder/Proxy _____

SC AGROTECH LIMITED

CIN NO- L01122DL1990PLC042207

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

Web: www.scagrotech.in,

Email: Sheel102@gmail.com;

Folio No./DP/ID NO. No. of Shares Held:

Mr./Mrs/Miss I hereby record my presence at the 34th ANNUAL GENERAL MEETING of the Company at to be held on Monday, 30TH SEPTEMBER 2024 at Regd office of the company at 11:00 AM

Electronic Voting particular

EVEN (Electronic Voting Sequence Number) USER ID Default Pan/Sequence No.

FORMNO. MGT-11

{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.

/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 Monday 30th September 2024 at Regd. office of the company at 1:00 AM and at any adjournment thereof in respect such resolution as are indicated below:

Ordinary Business

a) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2024 and the Auditor's and Director's Reports thereon.

b) Appointment of Statutory Auditors of the company

c) Appointment and Regularization of Mr. RAVI YASHWANTIBHAI PATEL (Din: 08819521) as Whole Time Director of the Company

d) Appointment and Regularization of Mr. Karan Ashokbhai Bhadra (Din: 08819522) as Independent Director of the Company.

e) Appointment and Regularization of Miss Varsha Rani (Din: 10607337) as Director of the Company

f) Appointment and Regularization of Mr. Varun Shakaya (Din:10681149) as Managing Director of the Company.

g) Appointment and Regularization of Mr. Nandan kumar Mishra (Din:10681136) as Independent Director of the Company.

Special Business

2 To seek Approval under Section 180 of the Companies Act, 2013, for sell or dispose or transfer the undertaking of the company

3 To consider and approve, with or without modification, the Related Party Transactions under Section 188 of the companies act 2013,

Signed this _____ day of _____, 2024

Signature of Shareholder: _____ Signature of Proxy holder(s): _____

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. The Proxy need not be a member of the company

Affix
Revenue
Stamp

THE END

Notes:

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