

**22nd Annual Report
2011-2012**



SHEEL INTERNATIONAL LIMITED



Company Information

Board of Directors	:	Sh. Nitin Maheshwari- Executive Director Sh. Rishabh Bhutra Sh. Madan Chander Das Sh. Rahul Kumar
Compliance Officer	:	Sh. Sudhir Chauhan
Statutory Auditor	:	M/s Manoj Sangeeta & Associates Chartered Accountant UG-11, 109, A-212-C, Tirupati Plaza, Street No-1, Shakarpur, New Delhi-110092
Registered Address	:	S-237, Greater Kailash Part-II, New Delhi-110048
Contact Details	:	Email id: sheel102@gmail.com, Ph: 011-32228087, Fax: 011-29993450

Index

Sr. No	Content	Page No
1	Notice & Explanatory Statement	2-4
2	Director Reports	5-8
3	Corporate Governance Report (Annexure-A)	9-14
4	Management Discussion And Analysis (Annexure-B)	15
5	CEO/CFO Certification	16
6	Audit Report	17-19
7	Balance Sheet	20
8	Profit & Loss	21
9	Cash Flow Statement	22
10	Notes forming part of Balance sheet & Profit & Loss	23
11	Auditor Certificate	24-28
12	Attendance slip & Proxy forms	



NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Members of SHEEL INTERNATIONAL LIMITED will be held on Saturday, 29th day of September, 2012 at Community Hall, Pracheen Shiv Mandir, Jallan Muhalla, Tughlakabad Village, New Delhi- 110044 at 11.00 A.M to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2012 and Statement of Profit & Loss A/c for the year ended on that date together with reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Madan Chandra Das, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at a remuneration to be decided by the Board of Directors. M/s. Manoj Sangeeta & Associates Chartered Accountants, retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution: "RESOLVED THAT pursuant to the provision of Section 269 read with Schedule XIII of the Company Act, 1956 and applicable provision of Article of Association of the Company and subject to the approval of shareholders in forthcoming Annual General Meeting, Shri Nitin Maheshwari be and is hereby appointed as whole Time Director of the company for the period of 5 (Five) years with effect from 25th of June, 2012 without any remuneration.
5. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution. "RESOLVED THAT pursuant to section 257 of the Companies Act, and other applicable provisions if any of the Company Act, 1956 and Article 78 of the Articles of Association of the Company Sh. Rishabh Bhutra be and is hereby appointed as Additional director of the Company. "
6. To consider and if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution: "RESOLVED THAT pursuant to section 257 of the Companies Act, 1956 and other applicable provisions if any of the Companies Act, 1956 and Article 78 of the Articles of Association of the Company Sh. Rahul Kumar be and is hereby appointed as director of the Company."

Registered Office :

S-237, Greater Kailash, Part -II,
New Delhi - 110048
DATED : 30.06.2012

By Order of the Board of Directors

sd/-
M.C. Das
Director

NOTES :

1. The explanatory statement pursuant to Section 173 of the Companies Act, 1956, in respect of Special business under the Item no 4, 5 & 6 of the notice are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
3. The Register of Members and Share transfer books of the Company will remain closed from 28th September 2012 to the 29th September 2012 (both days inclusive)
4. The members are requested to :
 - a. Notify immediately any change in their address, to the Company, specifying full address in block/capital letters, with pin code number of the post office if any to the companies Registrar and Share Transfer Agent (RTA) **M/s Skyline Financial Services Private Limited D-153A, Okhla Phase - I, New Delhi-110020.**
 - b. Quote Correct Folio Number and in case of Share held in dematerialization form to the Concern depository participant.



- c. Bring the Attendance slip/copy of the Annual Report with them to the 22nd Annual General Meeting.
5. Any query relating to accounts may please be sent to the Company at least 10 days before the meeting in order to enable the management to have the information ready.
6. Members holding more than one share certificate in the same name but under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificate to the company's Registered Office at New Delhi.
7. All the material Document, Memorandum and Article of Association of the company etc. are opened for inspection to the member during the office hour of all working till the conclusion of the Annual General Meeting at the registered office of the company.
8. NO GIFT/GIFT COUPONS WILL BE DISTRIBUTED AT THE AGM.

Registered Office :

S-237, Greater Kailash, Part -II,
New Delhi - 110048
DATED : 30.06.2012

By Order of the Board of Directors

sd/-
M.C. Das
Director

Annexure :

The Explanatory statement pursuant to section 173(2) of the Companies Act, 1956, on the item no 4, 5 & 6 of the notice is given as below:

Item No 4 :

Sh. Nitin Maheshwari who was appointed as additional director of the Company, has been re-appointed as executive director to hold the office for 5 years. Sh. Nitin Maheshwari is a post graduate degree in MBA finance and having good academic records with good experience in the Business, Strategic Management. Due to scarcity of the fund management proposed him to associate and appointment as executive director in term of section 269, and other applicable provision of the company act, 1956. Sh. Nitin Maheshwari is doing his business and agreed to work as an executive director of the Company side by side without remuneration. Since there is scarcity of fund in the company and it is not possible to pay remuneration to any director or higher official of the Company. The provisions of section 309 read with schedule XIII, of the Companies Act, 1956 provides the remuneration limit of the whole time director and Managing director, Since the board do not recommend any remuneration to executive director hence provisions of the said section are not applicable. The board of directors recommend the resolution for your approval.

None of the director except sh. Nitin Maheshwari is interested in the said resolution.

Item No 5:

Sh. Rishabh Bhutra who was appointed as additional director by the board to hold office up to the conclusion of this Annual General Meeting. The notice for his appointment as director of the Company has been received from a member of the Company along with requisit fees informing his intension to propose the appointment of Sh. Rishabh Bhutra as a director of the company. Sh. Rishabh Bhootra a chartered accountant and having good professional knowledge and experience of running of business. He has agreed to work as director of the company. The provisions of section 257 of the companies Act, 1956 provides that if notice for appointment of any person as director of the Company has been received from any member of the Company he may be appointed as director in the Annual General Meeting.

The board of directors recommend the resolution for your approval.

None of the director except sh. Rishabh Bhootra is interested in said resolution.

Item No 6 :

Sh. Rahul Kumar, who is graduate in Arts. He has been associated with the Company since long time having good experience in Marketing. He has agreed to work as director of the company. The provisions of section 257 of the companies Act, 1956 provides that if notice for appointment of any person as director of the company has been received from any member of the Company he may be appointed as director in the Annual General Meeting.

The board of directors recommend the resolution for your approval.

None of the director except sh. Rahul Kumar is interested in said resolution.



DIRECTOR'S REPORT

TO THE MEMBERS

Your Directors have Pleasure in Presenting the 22nd Annual Report together with audited statement of accounts for the year ended 31st March, 2012.

Financial Performance :

particulars	As on 31.03.2012	As on 31.03.2011
(Amount in Rs.)		
Income		
Revenue from operations (Net)	24,673,40.00	2,873,453.00
Other Income	1501964 .00	156,000.00
Total Revenue	3,96,9304.00	3,029,453.00
Expenses		
Employee benefits expense	108170.00	319,345.00
Depreciation and amortisation expenses	42,236,080.00	443,961.00
Other expenses	7,85,893.10	158,246.50
Total Expenses	43,130,143.10	921,552.50
Profit (loss) before exceptional and extraordinary items and tax	(39,160,839.10)	2,107,900.50
Exceptional Items	1,711,620.00	---
Profit/ (loss) before tax	(40,872,459.10)	2,107,900.50

OPERATIONS AND FUTURE PLANS :

The operations for the year under review show Loss of Rs **(4,08,72,459.10)**.

The Operation of plant of the company has been stopped since 1998 due to scarcity of fund. During the current year Management is planning to diversify its business activity in the agriculture / Horticulture sector and some project under consideration.

DIVIDEND :

In View of a accumulated loss in the year under review, no dividend is being declared by the Board.

DIRECTORS :

During the year under review following alteration in the board of directors of the Company have been made :

- In Accordance with the Provision of the Companies Act, 1956 and Article of Association of the Company Sh. Madan Chandra Das, Director of the Company who retire by rotation and being eligible, offer himself for re-appointment
- Sh. S. N Chandak has resigned from the board of Directors of the Company due to his ill health and regular involvement in social activities , his resignation has been accepted by the board.
- Sh. Ram Aytar, a director of the company has been resigned from the board of directors of the company. The Board accepted his resignation.
- Sh. Nitin Maheshwari who was the director of the Company has been re- appointed as an honorary executive director of the Company for a period of 5 years w.e.f 25.06.2012. He will lookafter the entire buiness operation of the company.
- Sh. Rahul Kumar who has been appointed as additional Director of the company w.e.f 25th June, 2012 is recommended to be appointment as director of the company.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors responsibility statement pursuant to section 217(2A) of the Companies Act, 1956 is annexed there to

Your Directors have plasure to State:

- i) That in the preparation of the annual accounts for the financial year ended 31st March 2012 the applicable accounting standards had been followed along with proper explanations relating to material departure;
- ii) That the Directors had 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 state of affairs of the Company at the end of the financial year and the loss of the Company for the year under review.
- iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors had prepared the annual accounts ongoing concern basis.

AUDITOR & AUDIT

M/S Manoj Sangeeta & Associates, Chartered Accountants , New Delhi , Auditors of the Company retire at the ensuing Annual General Meeting. They have expressed their willingness for reappointment. The Board recommends their reappointment.

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 58A of the Companies Act, 1956, 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 217(1)(e) of the Company Act, 1956 are annexed hereto and forming part of the report.

POSTAL BALLOT:

During the year under review the company has obtained the approval of its Members under Section 17 and 293 (1) (A) of the Companies Act,1956, by passing the resolution through postal ballot as provides by postal ballot rules pertaining to:

- **Resolution No. (1) :** Ordinary Resolution under Section 293(1)(A) of the Companies Act, 1956 for sale of whole of Plant & Machinery situated at its manufacturing unit at Aurangabad District, Bulandsahar, Uttar Pradesh to pay its Loan Liabilities payable to the Banks and Financial Institution and Purchase new assets of the company in the state of Uttar prdesh. The Plant and Machinery are not in Operation since 1998, and the value of such assets become deteriorated day to day now become totally scrap hence decided to sale of whole Plant & Machinery.
- **Resolution No. (2) :** Special Resolution under Section 17 of the Companies Act, 1956 for Change of the object clause of the memorandum of association by addition of the new clause after the existing Clause 4 of the Main Object clause to cover the agriculture activity, and Set up of Laboratory, Training Center, development of for providing of technical Know how, and to carry out the Mining Work, import and export of and act as agent , contactor , dealer in all kind of Marble, gypsam, koke, breeze, bentonite, Domomite, Marbel & Solar energy equipment work..

Voting Pattern and Procedure for Postal Ballot :

1. The Board of Directors of the Company had, at its meeting held on 12.01.2012, appointed Ms.Manish Ranjan & Associates , New Delhi , as theScrutinizer for conducting the postal ballot voting process.
2. The Postal Ballot process was carried out in a fair and transparent manner. The postal ballot forms had been kept under his safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
3. All postal ballot forms received up to the close of working hours on 06.01, 2012 the last date and time fixed by the Company for receipt of the forms, had been considered.
4. The results of the Postal Ballot were announced on 12.01.2012 at the Registered Office of the Company as per the Scrutinizer's Report as under :

RESOLUTION 1 : Ordinary Resolution U/s 293(1)(a):-

Particulars	Number of Members	No of Votes	Percentage (%) of Votes
Total Postal Ballot Received	93	2298300	100
Postal Ballot Valid	89	2297500	99.96
Postal Ballot Invalid	4	800	0.04%
Postal Ballot -Infavour of Resolution	74	2296000	99.93 %
Postal Ballot Against Resolution	15	1500	0.07 %



RESOLUTION 1 : Special Resolution U/s 17 :

Particulars	Number of Members	No of Votes	Percentage (%) of Votes
Total Postal Ballot Received	93	2298300	100
Postal Ballot Valid	88	2297300	99.96
Postal Ballot Invalid	4	800	0.04%
Postal Ballot -Infavour of Resolution	77	2296200	99.93 %
Postal Ballot Against Resolution	11	1100	0.05 %

CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE :

Your Company has taken adequate steps to ensure compliance with the provision of Corporate Governance as prescribed under the Listing Agreement with the Appropriate Stock Exchange . A Separate notes on Corporate Governance and Management Discussion and Analysis Report are set out as Annexure "A" and "B" respectively. A Certificate from the Auditor of the company & Company Secretary in practice certifying compliance conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

LISTING AGREEMENTS REQUIREMENTS :

Company is listed at Bombay Stock Exchange and Delhi Stock Exchange the Compliance under the Listing Agreement is being done on time. The Trading of the Equity are available at BSE and the lot size of your equity has been converted in to one (1) Shares hence become easy to trade your equity shares at Bombay Stock Exchange. .

STATUTORY DISCLOSURE AND PARTICULARS OF THE EMPLOYEES :

None of the Director of your Company is disqualified as per provision of Section 274(1) (g) of the Companies Act, 1956. Your Director has made necessary disclosure as required under various provision of the company Act, 1956 and clause 49 of the Listing Agreement.

None of the employees has employed during the year was in receipt of remuneration in excess of the Prescribed limit specified in section 217 (2A) of the Companies Act, 1956 Hence, provision of this section are not applicable.

AUDITORS :

M/S Manoj Sangeeta & Associates, Chartered Accountants, New Delhi , Auditors of the Company retire at the ensuing Annual General Meeting. They have expressed their willingness for reappointment. The Board recommends their reappointment.

ACKNOWLEDGEMENT:

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

FOR AND ON BEHALF OF THE BOARD

Date:30.06.2012

Place: New Delhi

sd/-

M.C.Das

Director

sd/-

Nitin Maheshwari

Executive Director

ANNEXURE TO THE DIRECTOR'S REPORT

Information Under Section 217(1) (e) of the Company Act, 1956 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 2012.

1. CONSERVATION OF ENERGY :

Your Company has not consumed any kind of energy during the year as the operation of the Plant has been suspended since 1999.

2. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION

The operation of the Company has been suspended since 1999 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.



**CORPORATE GOVERNANCE:
For the year ended 31st March , 2012**

COMPANY'S PHILSOPHY ON CODE OF GOVERNANCE :

Sheel International Limited aims at ensuring high ethical standards in all areas of its business operations in the other sector diversify in the Agriculture sector and in view of the Growth of the Company to enhance its stake holder's value , In accordance with Clause 49 of the Listing agreement with the Stock Exchanges, the details of governance including compliances by the Sheel International Limited with the provisions of Clause 49 are on time.

Sheel International Ltd believe that all its operation and action must serve the underlying goals of enhancing overall shareholders value, overall a sustained period of time.

BOARD OF DIRECTORS :

The Board of Director of the Company Comprises of four Director with one Executive Director and three non executive director . The Board consist of eminent persons with considerable professional expertise and experience in the Business and industry, finance, Audit, law etc.

The Board of the Company met 6 (Six) times during the financial year 31.03.2012 on the following dates: 30.04.2011, 30.06.2011, 02.08.2011, 20.09.2011,01.12.2011 & 12.01.2012 and the gap between the two board meeting were not more than four month.

The Composition and Category of Director as on 31.03.2012 is as follows.

Name of Director	Designation	Category
Sh. Nitin Maheshwari	Executive Director	Whote Time Director
Sh. Madan Chander Das	Director	Independent , Non Executive
Sh. Rishabh Bhutra	Director	Independent , Additional Director

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 Clause 49 (1) of the Listing Agreement. But, since the operations of the Company were not much, the application of the code of conduct was limited to that extent.

The constitution of the Board and the attendance of the Directors are given below:

Name of the Director	Category the Director	No. of other Directorship (*)	No. of Board Meeting Attended	Attendance at Last AGM
Sh. Rishabh Bhutra	Ind. Director	Nil	3	NIL
Sh. Nitin Maheshwari	Ex, Director	Nil	6	30th September, 2011
Sh. M. C Das	Indept. Dir.	Nil	6	30th September, 2011

*Excludes Directorship in Indian Private Limited Companies, Foreign Companies, Companies u/s 25 of the Companies act, 1956

*The Director(s) are neither Chairman nor members of any other committee(s) other that Audit committee, grievance committee, remuneration committee of the Sheel International Limited as mentioned in this report.

Detailed Agenda is circulated to the members of the Board in advance The Board discuss deliberate and decides on all the matters including those suggested in the Listing Agreement, as and when the requirement arises.

AUDIT COMMITTEE :

The total strength of the Audit Committee is three. The said committee was constituted to exercise powers and discharge function as stipulated in Clause 49 of the Listing Agreement, and other relevant statutory and regulatory provisions. The Chairman of the audit committee is an independent/non executive director,

During the relevant financial year, 4 Audit Committee Meetings were held on 30.06.2011, 30.09.2011, 31.12.2011, & 31.03.2012.

The constitution of the Audit Committee the attendance of each member of the Committee for the financial year 2011-2012 is given below:-



Name of the Member	Category	No. of Meetings	Attendance (No)
Sh. M.C Das	Independent Director	4	4
Sh. Rishabh Bhutra	Independent Director	4	4
Sh. Sudhir Chauhan	Compliance Officer	4	4

REMUNERATION COMMITTEE:

The Board of Directors have decided to constitute Remuneration committee, at present no one director is drawing any amount of remuneration from the company. Now the Board has decided to constitute the remuneration Committee very soon which is under review.

SHARE HOLDERS GRIEVANCE/ SHARE TRANSFER COMMITTEE:

The Board of Director of the Company has constituted a Shareholders /Investor Grievance Committee Comprising of Sh. Madan Chander Das (Director), Sh. Rishabh Bhutra (Director) & Sh. Sudhir Chauhan (Compliance officer) who have met on 30. 06.2011, 30.09.2011, 31.12.2011, & 31.03.2012. As on 31st March 2012, Company has redress all the complaints/ grievances within the stipulated times.

The Committee recommended the inter-alia, approves issue of duplicate Certificate , Consolidation, Splitting of Equity Shares and such other matter incidental there to its Registrar of Share Transfer Agent M/s Skyline financial Services Private Limited, New Delhi to do all the share holders complains 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 redressed system. The Silent feature of this system are computerized of all inward receipts and taken on them online submission of Action Taken Report along with the supporting document electronically in SCORES. The Investor can view online the current status of their complaint submitted through SEBI Complaints Redress system (SCORES)

The Status of the total complaints received during the FY 2011-12 is as follows -

Type	No of Complaint
Complaints received from the shareholder through SEBI and other statutory body	Nil
Complain received from shareholder direct to the company	1
Complaints redressed out of the above	1
Pending Complaints received as on 31.03.2012	Nil

During the year 2338900 Equity shares i.e (39.01 %) of the company has been dematerialized as on 31.03.2012.

OTHER DETAILS/INFORMATIONS

The details of Annual General Meeting held in last 3 years are as under:

Year Ended	Venue	Date	Time
31.03.2009	S-237, G.K. Part-II, New Delhi-48	30.09.2009	11:00AM
31.03.2010	S-237, G.K. Part-II, New Delhi-48	30.09.2010	11:00AM
31.03.2011	Community Hall, Pracheen Shiv Mandir, Jallan Muhalla, Tughlakabad Village, New Delhi- 110044	30.09.2011	11:00AM

POSTAL BALLOT :

In December 2011 , the Company had obtained the approval of its Members under Section 192A of the Companies Act,1956, pertaining to:

• **Resolution No. (1) :** Ordinary Resolution under Section 293(1)(A) of the Companies Act, 1956 for sale of whole of Scraped of Plant & Machinery situated at its manufacturing unit at Aurangabad District, Bulandsahar, Uttar Pradesh to Purchase new assets of the company in the state of Uttar prdesh. The Plant and Machinery are not in Operation since 1998, and the value of such assets become detoriated day to day now become totally scrap hence decided to sale of whole Plant & Machinery.

• **Resolution No. (2) :** Special Resolution under Section 17 of the Companies Act, 1956 for Change of the object clause of the memorandum of association by addition of the new clause after the existing Clause 4 of the Main Object clause to cover the agriculture activity, and Set up of Laboratry, Training Center, development of for providing of technical Know how, and to carry out the Mining Work, import and export of and act as agent , contactor , dealer in all kind of Marble, gypsam, koke, breeze,bentonite, Domomite, Marbel & Solar energy equipment work..



Voting Pattern and Procedure for Postal Ballot :

1. The Board of Directors of the Company had, at its meeting held on 12.01.2012, appointed Ms.Manish Ranjan & Associates , New Delhi , as theScrutinizer for conducting the postal ballot voting process.
2. The Postal Ballot process was carried out in a fair and transparent manner. The postal ballot forms had been kept under her safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
3. All postal ballot forms received up to the close of working hours on 06.01, 2012 the last date and time fixed by the Company for receipt of the forms, had been considered.
4. The results of the Postal Ballot were announced on 12.01.2012 at the Registered Office of the Company as per the Scrutinizer's Report as under :

RESOLUTION 1 : Ordinary Resolution U/s 293(1)(a) :-

Particulars	Number of Members	No of Votes	Percentage (%) of Votes
Total Postal Ballot Received	93	2298300	100
Postal Ballot Valid	89	2297500	99.96
Postal Ballot Invalid	4	800	0.04%
Postal Ballot -Infavour of Resolution	74	2296000	99.93 %
Postal Ballot Against Resolution	15	1500	0.07 %

RESOLUTION 1 : Special Resolution U/s 17 :

Particulars	Number of Members	No of Votes	Percentage (%) of Votes
Total Postal Ballot Received	93	2298300	100
Postal Ballot Valid	88	2297300	99.96
Postal Ballot Invalid	4	800	0.04%
Postal Ballot -Infavour of Resolution	77	2296200	99.93 %
Postal Ballot Against Resolution	11	1100	0.05 %

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, and venue

Venue	Date	Time
Community Hall, Pracheen Shiv Mandir, Jalan Muhalla,Tughlakabad Village. New Delhi-110044	29.09.2012	11:00AM

Financial year ending :- 31.03.2012.

Book closure date :- 28th September 2012 to 29th Septmber,2012 (both the days inclusive)

Listing on stock exchanges. Bombay Stock Exchange & Delhi Stock Exchnage

Other Information:

Share holdings of Independent Directors (name) No. of Shares

Sh. Rishabh Bhutra 15900

Sh. Nitin Maheshwari 100

a) Director retiring by rotation / reappointment: Sh. Madan Chandra Das

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

c) Share transfer system: Share Transfer activity is being done by RTA M/s Skyline Financial Services Pvt. Ltd Address at D-153A, Okhla Phase 1, New Delhi-110020

d) The Company has not proposed / declared any dividend during the year.

e) Plant Location: City - Aurangabad, Buland Shahar, Uttar Pradesh

f) Address for correspondence; Regd Office:S-237, Grater Kailash Part-II, New Delhi-110048

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

Telephone No: 011-32228087; Fax: 011-29993450;Website: www.sheelinternational.com

Stock Code - 526081 (Bombay Stock Exchange)



STATEMENT SHOWING DISTRIBUTION OF EQUITY SHARES AS ON : 31/03/2012
NOMINAL VALUE OF EACH SHARE/UNIT : RS. 10

Shre or Holding	Share/Deventure Holders Numbers	% to Total Number	Share Physical	NSDL	CDSL	Shares	Total 5Age
UP TO 5000	18682	95.77	2399200.00	12900.00	5700.00	2417800.00	40.33
5001 - 10000	547	2.80	462800.00	6200.00	2700.00	471700.00	7.87
10001 - 20000	171	0.88	262900.00	4200.00	1400.00	268500.00	4.48
20001 - 30000	46	0.24	115900.00	2900.00	0.00	118800.00	1.98
30001 - 40000	19	0.10	64700.00	4000.00	0.00	68700.00	1.15
40001 - 50000	16	0.08	70500.00	4800.00	0.00	75300.00	1.26
50001 - 100000	9	0.05	56100.00	0.00	0.00	56100.00	0.94
100001 & ABOVE	16	0.08	224000.00	2294100.00	0.00	2518100.00	42.00
	19506	100.00	3656100.00	2329100.00	9800.00	995000.00	100.00

Share price movements:

During the year under review you company is now active at the Bombay Stock Exchange floor after getting the revocation of suspension from w.e.f Nov 2011 . The Trading of equity shares for the shareholder of the company under the Trade to Trade category and the Lot size of the Equity share has been converted in to one (1) . It become easy to trade their equity of the company. The Data related to the Price movement are available on the Bombay Stock Exchange website where the script is listed and traded.

SHARE HOLDING PATTERN AS ON 31.03.2012

Category	No of Share Holders	No. of shares	% of equity	Physical	Dematerialization
Promoter Group					
Individual	5	2134700	35.61 %	Nil	2134700
Body Corporate	3	150900	2.52 %	Nil	150900
Total : A	8	2285600	38.13 %		2285600
					(38.13 %)
Public Holding					
Institutional	1	100	Nil	100	Nil
Non -Institutional	Nil	Nil	Nil	Nil	Nil
Body Corporate	41	23300	0.39%	22700	600
Public Holding	19456	3686000	61.48%	3633300	52700
Total: B (%)	19498	3709400	61.87%	3656100 (60.99 %)	53300 (0.88 %)
Total A + B	19506	5995000	100.00 %	3656100 (60.99 %)	2638900 (39.01%)

Dematerialization of shares & liquidity:

Sr. No	Particulars	No. of share holders	No. of shares	Percentage
1	Physical Shares		3656100	60.99 %
2	Electronic Shares		2338900	39.01 %
	Total	19506	5995000	100.00%

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



AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Sheel International Limited,

We have examined the compliance of the conditions of Corporate Governance by Sheel International Limited for the year 31st March 2012 as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges. The Compliance of the conditions of Corporate Governance is the responsibility of the company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an audit nor an expression on the financial statements of the Company.

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

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

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

Place: New Delhi
Date: 30.06.2012

For Manoj Sangeeta & Associates
Chartered Accountant

Sd/-
Manoj Kumar
Membership No.098161

PRACTISING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Sheel International Limited,

We have examined the compliance of the conditions of corporate Governance by Sheel International Limited for the year ended March 31, 2012 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

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

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

For Manish Ranjan & Associates
Practicing Company Secretaries

Sd/-
Manish Ranjan
FCS 3709
Delhi,



Annexure- B

Management Discussion And Analysis

Over all review, Industry Structure and Development:

The Company is not in operation since 1998. Your director are pleased to report you that during the year is under review and management success revocation of suspension of trading at BSE lot size of the equity become one (1) and the trading of equity is cover under Trade to Trade group.

Your director is also looking and examining the other business opportunity in agriculture and horticulture sector as well as other good viable opportunity where some value and synergies could be perceived.

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 cluster.

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

Segment wise Performance- N.A

Out Look

We are planning for diversification of our activity in Agriculture Sector.

Internal control System:

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

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 in social environment.

Financial Performance with respect to Operational Performance as on 31.03.2012

(Amount in Rs.)

Particulars	As on 31.03.2012	As on 31.03.2011
Income		
Revenue from operations (Net)	2,467,340.00	2,873,453.00
Other Income	1,501,964.00	156,000.00
Total Revenue	3,969,304.00	3,029,453.00
Expenses		
Employee benefits expense	108170.00	319,345.00
Depreciation and amortisation expenses	42,236,080.00	443,961.00
Other expenses	7,85,893.10	158,246.50
Total Expenses	43,130,143.10	921,552.50
Profit (loss) before exceptional and extraordinary items and tax	(39,160,839.10)	21,07,900.50
Exceptional Items	1,711,620.00	---
Profit/ (loss) before tax	(40,872,459.10)	2,107,900.50

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.

CEO / CFO CERTIFICATE

To
The Board of Directors
Sheel International Limited

C E R T I F I C A T E

I have reviewed the financial results and the cash flow statement of Sheel International Limited for the financial year ended 31 March 2012, and certify that:

- (a) These results and statements, to the best of my knowledge and belief:
 - (i) do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of my knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) 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.
- (d) I have also indicated to the Auditors and the Audit committee:
 - (i) Significant changes in the internal controls with respect to financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) To the best of my knowledge and belief, there are no instances of fraud involving either the Management or employees having a significant Role in the Company's internal control systems with respect to financial reporting.

Place : New Delhi
Date : 30.06.2012

For Sheel International Limited
Sd/-
Nitin Maheshwari
Executive Director

DECLARATION - COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, Sh. Nitin Maheshwari , Whole Time Director /CEO of the company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 31.03.2012.

Place : New Delhi
Date : 30.06.2012

For Sheel International Limited
Sd/-
Nitin Maheshwari
Executive Director



AUDITOR'S REPORT

To the member of
SHEEL INTERNATIONAL LIMITED
New Delhi

We have audited the attached Balance sheet of M/s. Sheel International Limited as at 31st March, 2012, and the Profit & Loss Account for the year ended on that date annexed thereto. 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.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies Auditor's (Amendment) Order, 2004 (the "Order"), issued by the Central government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 (the "Act"), We file the Annexure A statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of Our audit;
- ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination or those books;
- iii. The Balance Sheet, Profit and Loss Account and dealt with by this report are in agreement with the books of account;
 - (a) In our opinion and to the best of our information and according to explanations given to us, the financial statements, read together with the notes thereon, comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Act, 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, in case of
 - A) The Balance Sheet of the state of affairs of the company as at March 31, 2012
 - B) The Profit & Loss Account of the Loss for the year ended on that date; and
 - b) On the basis of written representation received from the directors and taken on record by the Directors, we report that none of the Directors is disqualified as on March ,31,2012 from being appointed as a director in terms of clause (g) of sub section (1) of Section 274 of the Act,

FOR MANOJ SANGEETA & ASSOCIATES

Chartered Accountant

Sd/-

Manok Kumar

Partner,

M. No -098161

Place: New Delhi

Date: 25.05.2012



Annexure to the Auditor's Report

Annexure to the auditors' report of even date to the members of Sheel International Limited on the financial statements for the year ended March 31, 2012.

Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and in terms of the information and explanations given to us and the books and records examined by us in the normal course of audit, we report that;

- i)
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, the management of the company has physically verified the fixed assets in a reasonable manner during the year.
 - c) The fixed assets disposed off most of the unused machinery during the year and part of the machinery disposed off are substantial and but it has not affected the going concern. The company was not involved in the production of goods from so many years, so that sale of substantial part does not affect its going concern phenomena.
- ii)
 - a) There is nil inventory, clause is not applicable.
 - b) There is nil inventory, clause is not applicable.
 - c) There is nil inventory, clause is not applicable.
- iii) There is no any company, firms and other parties covered in the register maintained under section 301 of the companies act, 1956, to which companies has granted or taken any loans. And other clause (b) to (e) is not applicable.
- (iv) In our opinion, there are adequate internal control systems commensurate with the size of the Company and the nature of its business, for the purchase of inventory or fixed assets and for the sale of services. During the course of our audit, no major weakness has been noticed in the internal controls in respect of these areas.
- (v) In respect of contracts and arrangements referred to in section 301 of the Companies Act, 1956 and according to the information and explanation given to us, there was no transaction taken place during the year. Para 4(v) (a) and (b) are not applicable to the company.
- (vi) According to the information and explanation given to us, the company has not accepted deposit from public during the year under audit.
- (vii) According to the information and explanation given to us, the company is not having any internal audit system.
- (viii) According to the information and explanation given to us, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 by the Company.
- (ix) The Company has following dues payable in respect of income tax dues for the various assessment year which are as under
 - Rs. 7,46,000/- for the A.Y. 1996-97
 - Rs. 87,137/- for the A.Y. 1997-98



- Rs. 9,49,589/- for the A. Y. 1998-99
- Rs. 1,40,215/- for the A. Y. 1998-99(TDS)
- Rs. 6,000/- for the A. Y. 1999-2000

And in respect of the wealth tax, sales tax, custom duty and excise duty no information has been provided to us in respect of undisputed amount as at 31 March 2012, for the period more than six months from the date they become payable. Further we have not been provided with any tax assessment orders.

- (x) The Company has accumulated losses at the end of the financial year 2011-12 Rs 5,82,91,053/- which is more than 50% of its net worth, and the company has not incurred any cash losses during the year.
- (xi) The Company has not defaulted in repayment of dues of financial institutions and banks during the year.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit fund of a nidhi / mutual benefit fund/society. Accordingly, the provisions of clause 4(xii) of the Order are not applicable to the Company.
- (xiv) The Company is not dealing in trading of shares, securities, debentures and other investments.
- (xv) The Company has not given guarantee for loans taken by others, from banks or financial institutions, the terms and conditions whereof in our opinion are not applicable to the Company.
- (xvi) In our Opinion and according to the explanation provided to us, this clause is not applicable to the company.
- (xvii) Based on an overall examination of the Balance Sheet and of the Company, we report that no funds raised on short-terms basis have been used for long term investment. (excludes permanent working capital)
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Act. Accordingly, the provisions of clause 4(xviii) of the order are not applicable to the Company.
- (xix) The Company did not create any security in respect of the debenture issued, this clause is not applicable to the company.
- (xx) The Company has not raised any money by public issues during the year. Accordingly, the provisions of clause 4(xx) of the Order are not applicable to the Company.
- (xxi) No fraud on or by the Company has been noticed or reported during the year.

FOR MANOJ SANGEETA & ASSOCIATES
Chartered Accountant

Place: New Delhi
Date: 25/05/2012

Manoj Kumar
(Chartered Accountant)
Membership No. 098161



SHEEL INTERNATIONAL LTD
S-237, GREATER KAILASH PART-II, NEW DELHI-110048.
BALANCE SHEET AS ON 31ST MARCH 2012

(in Rs.)			
PARTICULARS	Notes	As at 31.3.2012	As at 31.3.2011
<u>EQUITY AND LIABILITIES</u>			
SHAREHOLDER'S FUND			
Share Capital	1	59,950,000.00	59,950,000.00
Reserve and Surplus	2	(58,291,053.18)	(16,285,954.08)
		1,658,946.82	43,664,045.92
NON CURRENT LIABILITIES			
Long Term Borrowings		-	-
Deferred Tax Liabilities		-	-
Other Long Term Liabilities	3	4,944,315.00	7,004,315.00
Long Term Provisions		-	-
		4,944,315.00	7,004,315.00
CURRENT LIABILITIES			
Short Term Borrowings		-	-
Trade Payables	4	4,093,584.10	3,738,550.00
Other Current Liabilities	5	16,208.00	797,245.00
Short Term Provisions	6	10,112.00	47,280.00
		4,119,904.10	4,583,075.00
TOTAL		10,723,165.92	55,251,435.92
<u>ASSETS</u>			
NON CURRENT ASSETS			
Fixed Assets			
Tangible Assets	7	7,957,569.00	54,791,325.00
Intangible Assets		-	-
Capital Work in progress		-	-
Intangible Assets under development		-	-
Non Current Investments		-	-
Deferred Tax Assets (net)		-	-
Long term loans and advances		-	-
Other non-current assets		-	-
		7,957,569.00	54,791,325.00
CURRENT ASSETS			
Current Investments		-	-
Inventories		-	-
Trade receivables	8	2,200,000.00	11,700.00
Cash and cash equivalents	9	133,983.92	28,497.92
Short-term loans and advances		-	-
Other current assets	10	431,613.00	419,913.00
		2,765,596.92	460,110.92
TOTAL		10,723,165.92	55,251,435.92
Significant Accounting Policies and Notes to Accounts forming part of Balance Sheet.		1 to 22	

As per our Audit report of Even Dated
For Manoj Sangeeta & Associates
 Chartered Accountant
 sd/-
Manoj Kumar
 M. No 098161
 Place : New Delhi
 Dated : 25th May 2012

For and on behalf of the Board

sd/- sd/-
Director **Director**



SHEEL INTERNATIONAL LTD
S- 237, GREATER KAILASH PART-II, NEW DELHI-110048.
PROFIT & LOSS A/C FOR THE YEAR ENDED 31st MARCH 2012

Particulars	Note.	31.3.2012	31.3.2011
(in Rs.)			
Income			
Revenue from operations (Net)	11	2,467,340.00	2,873,453.00
Other Income	12	1,501,964.00	156,000.00
Total Revenue		3,969,304.00	3,029,453.00
Expenses			
Cost of Material consumed		-	-
Purchases of stock in trade		-	-
Change in inventories of finished goods, work in progress and stock in trade		-	-
Employee benefits expense	13	108,170.00	319,345.00
Finance Costs		-	-
Depreciation and amortisation expenses	7	42,236,080.00	443,961.00
Other expenses	14	785,893.10	158,246.50
Total Expenses		43,130,143.10	921,552.50
Profit (loss) before exceptional and extraordinary items and tax		(39,160,839.10)	2,107,900.50
Exceptional Items	15	1,711,620.00	-
Profit/ (loss) before tax		(40,872,459.10)	2,107,900.50
Tax Expense			
Current tax expenses for current year		-	-
Deferred tax		-	-
Profit for the year		(40,872,459.10)	2,107,900.50
Earning per share			
Basic		(6.82)	0.35
Diluted		(6.82)	0.35

As per our Audit report of Even Dated

For Manoj Sangeeta & Associates

Chartered Accountant

sd/-

Manoj Kumar

M. No 098161

Place : New Delhi

Dated : 25th May 2012

For and on behalf of the Board

sd/-

Director

sd/-

Director



SHEEL INTERNATIONAL LTD
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March 2012

(in Rs.)

Particulars	Schedule	For the year ended 31.03.2012		For the year ended 31.03.2011	
		Amt(In Rs)	Amt(In Rs)	Amt(In Rs)	Amt(In Rs)
CASH FLOW FROM OPERATING ACTIVITIES:-					
PROFIT AS PER PROFIT AND LOSS ACCOUNT			(40,872,459.10)		2,107,900.50
Adjustment for :					
Depreciation Provided in Books of Accounts		42,236,080.00		443,961.00	
Profit on Sale of Investment -Long Term Investment				-	
-Current Investment				-	
Loss on Sale of Investment -Long Term Investment				-	
-Current Investment				-	
Interest and Finance Charges				-	
Interest Income				-	
Dividend Income				-	
Bad debts				-	
Preliminary Expenses Written Off				-	
Profit on Sale of Assets		(1,384,964.00)		-	
Provision/Liabilities Written Back			40,851,116.00	10,637,729.00	11,081,690.00
PROFIT BEFORE WORKING CAPITAL CHANGES			(21,343.10)		13,189,590.50
Adjustments for :					
Sundry Debtors		(2,200,000.00)		1,478,473.00	
Other Current Assets				84,400.00	
Increase in inventories				-	
Trade Payables		(463,170.90)	(2,663,170.90)	3,778,592.00	5,341,465.00
CASH GENERATED FROM OPERATIONS			(2,684,514.00)		18,531,055.50
Income Tax Provided					
A NET CASH FLOW FROM OPERATING ACTIVITIES			(2,684,514.00)		18,531,055.50
CASH FLOW FROM INVESTING ACTIVITIES					
Loans and Advances					
(Purchase)/Sale of Fixed Asset**		4,850,000.00		10,603,537.00	
Investment made During the Year				-	
Proceeds from Sale of Investment				-	
Interest Income				-	
Dividend Received				-	
B NET CASH INFLOW IN INVESTING ACTIVITIES			4,850,000.00		10,603,537.00
CASH FLOW FROM FINANCING ACTIVITIES					
Interest and finance Charges(Paid)/received					
(Repayment)/ Proceeds From secured Loan				(26,637,779.00)	
(Repayment)/ Proceeds From Unsecured Loan		(2,060,000.00)		(2,350,000.00)	
increase in share Application				(130,000.00)	
Security premium received			(2,060,000.00)		(29,117,779.00)
C NET CASH USED IN FINANCING ACTIVITIES			(2,060,000.00)		(29,117,779.00)
Net Increase/(Decrease in Cash Equivalents during the year(A+B+C)			105,486.00		16,813.50
Cash and Cash Equivalents at the Beginning of Year			28,497.92		11,684.42
Cash and Cash Equivalents at the End of Year			133,983.92		28,497.92
NOTES TO THE FINANCIAL STATEMENTS	1 to 22				

Schedule I and IX form an Integral Part of Cash flow Statement
As Per our Report of even date
For Manoj Sangeeta and Associates
Chartered Accountant

For and On Behalf of the board

sd/-
Manoj Kumar
(Chartered Accountant)
Membership no : 098161
Place : New Delhi
Dated : 25th May 2012

sd/- sd/-
Director Director



SHEEL INTERNATIONAL LIMITED
Regd Address: S-237, Greater Kailash Part-II, New Delhi-110048

SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Financial Statements

The Financial Statements have been prepared under the historical cost convention on accrual basis in accordance with the generally accepted accounting principles and complied in all material aspect with applicable accounting principles in India, mandatory Accounting Standards notified by companies (Accounting Standards) rule, 2006 and relevant provisions of Companies Act, 1956. The company follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

Use of Estimates

In the preparation of financial statements management of the company makes estimates and assumptions that affect the reported amount of assets and liabilities on the date of financial statement and the reported amount of income and expenses and disclosure of contingent liability during the reporting period. Difference between the actual and the estimates are recognised in the period in which the results are known/ materialized

Fixed Assets

Fixed Assets are stated at their cost of acquisition or construction less accumulated depreciation. Cost comprises of all costs incurred to bring the assets to their location and working condition up to the date the assets are put to use.

Depreciation on fixed asset has been provided on SLM basis at the rates and in the manner prescribed under schedule XIV of Companies Act, 1956 up to total of 95% of the Asset Value.

Revenue Recognition

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection.

Taxation

Current tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions of Income tax act, 1961.

Deferred tax assets & liabilities arising on account of timing differences, which are capable of reversal in subsequent periods are recognized using the tax rates & tax laws that have been enacted or substantially enacted on the balance sheet date. The deferred tax assets are recognized and carried forward only to the extent that there is a reasonable/virtual certainty that sufficient taxable profit will be available against which deferred tax assets can be realised.

Foreign Currency

Foreign Currency Transactions are recorded on the basis of exchange rates prevailing on the date of their occurrence.

Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets

As per our Audit report of Even Dated
FOR MANOJ SANGEETA & ASSOCIATES

Chartered Accountant

Sd/-

Manoj Kumar

Chartered Accountant

Membership No. 098161

Place: New Delhi

Date: 25th May 2012

for and on Behalf of the Board

sd/-

Director

sd/-

Director



SHEEL INTERNATIONAL LTD
S-237, GREATER KAILASH PART-II, NEW DELHI-110048.
Notes on Financial Statements for the year ended 31st March 2012

1. SHARE CAPITAL

	(in Rs.)	
	<u>As at 31.03.2012</u>	<u>As at 31.03.2011</u>
Authorised		
6,500,000 (P.Y. 6,500,000) Equity Share of Rs.10/-Each	65,000,000.00	65,000,000.00
50,000 (P.Y. 50,000) Cumulative Redeemable Preference Share of Rs. 100/- Each	5,000,000.00	5,000,000.00
	70,000,000.00	70,000,000.00
Issued, Subscribed & Paid up		
5,995,000 (P.Y. 5,995,000) Equity Shares of Rs.10/-Each fully paid up	59,950,000.00	59,950,000.00
	59,950,000.00	59,950,000.00

No shares of the company have been held by the holding or subsidiary of the company.
No shares of the company have been reserved for issue under options and contracts/ commitments.

The details of shareholders holding more than 5 % of shares:

Name of the Shareholders	<u>As at 31.03.2012</u>	<u>As at 31.03.2011</u>
	No. of Shares (% Held)	No. of Shares (% Held)
S.N.CHANDAK	1,307,320 (21.81%)	1,307,320 (21.81%)
SHEELA MAHESHWARI	644,480 (10.75%)	644,480 (10.75%)

The reconciliation of the number of shares outstanding:

Particulars	<u>As at 31.03.2012</u>	<u>As at 31.03.2011</u>
	No. of Shares	No. of Shares
Equity shares at the beginning of the year	5,995,000	5,995,000
Add: Shares issued	-	-
Less: Shares cancelled	-	-
Equity shares at the end of the year	5,995,000	5,995,000

For the period of five years immediately preceding the date as at which the balance sheet is prepared:

No shares has been allotted as fully paid up pursuant to contracts without payment being received in cash.

No shares has been allotted as fully paid up by way of bonus shares.

2. RESERVES & SURPLUS

	(in Rs.)	
	<u>As at 31.03.2012</u>	<u>As at 31.03.2011</u>
Capital Reserve (Subsidy for plant and machinery)		
At the beginning of the year	1,132,640.00	1,132,640.00
Less: Transferred to Plant & Machinery	1,132,640.00	-
	-	1,132,640.00
Profit & Loss Account		
As per last Balance Sheet	(17,418,594.08)	(30,164,223.58)
Misc. balance written back	-	10,637,729.00
Net profit/Loss during the year	(40,872,459.10)	2,107,900.50
	(58,291,053.18)	(17,418,594.08)
TOTAL	(58,291,053.18)	(16,285,954.08)



3. OTHER LONG TERM LIABILITIES

	(in Rs.)	
	<u>As at 31.03.2012</u>	<u>As at 31.03.2011</u>
Other Loans and advances (Secured)	4,944,315.00	7,004,315.00
	<u>4,944,315.00</u>	<u>7,004,315.00</u>

Rs. 49,44,315 have been secured by the way of charge on the entire assets of the company including Plant & Machinery.

4. TRADE PAYABLES

	(in Rs.)	
	As at 31.03.2012	As at 31.03.2011
Micro, Small & Medium Enterprises	-	-
Others	4,093,584.10	3,738,550.00
	<u>4,093,584.10</u>	<u>3,738,550.00</u>

5. OTHER CURRENT LIABILITIES

	(in Rs.)	
	<u>As at 31.03.2012</u>	<u>As at 31.03.2011</u>
Interest accrued and due on borrowing	-	797,245.00
Statutory liabilities	16,208.00	-
	<u>16,208.00</u>	<u>797,245.00</u>

6. SHORT TERM PROVISIONS

	(in Rs.)	
	As at 31.03.2012	As at 31.03.2011
Provision for employee benefits	-	26,323.00
Audit fee payables	10,112.00	20,957.00
	<u>10,112.00</u>	<u>47,280.00</u>

8. TRADE RECEIVABLES

	(in Rs.)	
	As at 31.03.2012	As at 31.03.2011
Secured considered good	-	-
Unsecured considered good	2,200,000.00	11,700.00
Doubtful	-	-
	<u>2,200,000.00</u>	<u>11,700.00</u>

9. CASH & CASH EQUIVALENTS

	(in Rs.)	
	<u>As at 31.03.2012</u>	<u>As at 31.03.2011</u>
Balance with banks	122,389.92	13,574.92
Cash in hand	11,594.00	14,923.00
	<u>133,983.92</u>	<u>28,497.92</u>

10. OTHER CURRENT ASSETS

	(in Rs.)	
	<u>As at 31.03.2012</u>	<u>As at 31.03.2011</u>
Income Tax Refund	61,613.00	49,913.00
or in kind or for value to be Received	370,000.00	370,000.00
	<u>431,613.00</u>	<u>419,913.00</u>



11. REVENUE FROM OPERATIONS

	As at 31.03.2012	As at 31.03.2011
Sale of Plants	2,983,570.00	1,920,700.00
Plant Hardening & irrigation cost	(516,230.00)	(383,747.00)
Sale of Plants Trading	-	1,336,500.00
	2,467,340.00	2,873,453.00

12. OTHER INCOMES

Other non operating incomes	117,000.00	156,000.00
Profit on Sale of Plant & Machinery	1,384,964.00	-
	1,501,964.00	156,000.00

13. EMPLOYEE BENEFIT EXPENSE

Salary	108,000.00	311,745.00
Staff Welfare Expense	170.00	7,600.00
	108,170.00	319,345.00

14. OTHER EXPENSES

Auditor Remuneration-Statutory Audit	10,112.00	9,927.00
-Tax Audit	-	11,030.00
-Other services	5,618.00	-
Advertisement Exp.	6,900.00	-
Filing Fees	4,590.00	2,500.00
Freight & Cartages Exp.	33,965.00	81,783.00
Legal & Professional charges	223,580.00	34,620.00
Conveyance Exp.	1,634.00	717.00
Office Exp.	16,200.00	73.00
Loading Unloading Exp.	6,842.00	-
Postage & Courier	164,785.00	169.00
Printing & Stationary	89,134.00	-
Rate, Fees & Taxes	160,555.00	-
Rent	40,000.00	-
Repair & Maintenance	5,000.00	-
Telephone Exp.	5,445.10	8,100.00
Bank Charges	3,961.00	1,590.50
Travelling Exp.	7,572.00	7,737.00
	785,893.10	158,246.50



15. EXCEPTIONAL ITEMS

Listing Fees	332,870.00	-
Prior Period Exp.	1,378,750.00	-
	1,711,620.00	-

16. CONTINGENT LIABILITIES

	<u>As at 31.03.2012</u>	<u>As at 31.03.2011</u>
Capital Contracts remaining to be Executed	-	-
Claims against the Company not acknowledged as debts	-	-
Other monies for which the Company is Contingently liable	-	-

17. The Company has not dealt in the foreign currency in the current year and previous year. The company has neither imported any material nor exported any material. Further the company has not incurred any expenditure in foreign currency.

18. During the year, company has charged depreciation on Plant & Machinery from retrospective effect i.e. depreciation for the period April 1st, 1999 to March 31st, 2011 and current year for which, the depreciation was not charged in earlier years. Depreciation has been charged at the single shift SLM rate upto 95% of the total asset value.

19. RELATED PARTY DISCLOSURES

Key Management Personnel

Shri Nitin Maheshwari
Shri Madan Chandra Das
Shri Rishabh Bhutra

20. In the absence of taxable income during the year, no provision for taxation has been made. The company has not recognised deferred tax asset (net) as on 31st March 2012 in the absence of virtual certainty of future taxable income.

21. The Company is engaged only in one business and therefore has only one reportable segment.

22. EARNING PER SHARE

	<u>As at 31.03.2012</u>	<u>As at 31.03.2011</u>
Net Profit after tax as per statement of Profit & Loss attributable to Equity Shareholders	(40,872,459.10)	2,107,900.50
No. of Equity shares	5,995,000.00	5,995,000.00
Basic/ Diluted Earning Per Share	(6.82)	0.35

23. No amount is outstanding to Micro, Small & Medium Enterprises based upon information available with the company.



SHEEL INTERNATIONAL LTD

7 FIXED ASSETS AND DEPRECIATION

FOR THE YEAR ENDED 31ST MARCH 2012

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 01-Apr-11	Additions during the year	Sale during theyear	Cost as at 31-Mar-12	UP TO 31-Mar-11	For the year	Adj During year	UPTO 31-Mar-12	As as 31-Mar-12	As as 31-Mar-11
TANGIBLE ASSETS										
LAND	1,477,936.00			1,477,936.00					1,477,936.00	1,477,936.00
FACTORY BUILDING	14,514,955.00			14,514,955.00	8,65,27,27.00	44,39,61.00		8,49,6,688.00	6,01,8,267.00	6,46,2,228.00
PLANT AND MACHINERY	79,163,743.00		69,80,2,489.00	9,36,1,254.00	32,312,582.00	41,792,119.00	65,204,813.00	8,899,888.00	461,366.00	46,85,11,61.00
TOTAL	95,156,634.00		69,80,2,489.00	25,35,41,45.00	40,365,309.00	422,36,080.00	65,204,813.00	17,396,576.00	7,95,7,869.00	54,79,13,25.00

For Manoj Sangeeta and Associates
Chartered Accountant

sd/-

Manoj Kumar
Chartered Accountant
M. No 098161
Place : New Delhi
Dated : 25th May 2012

For and On Behalf of the board

sd/- sd/-

Director Director

AUDITOR CERTIFICATE

We have verified the attached Cash Flow of the Sheel International Limited derived from the audited financial statement for the year ended 31st March 2012 and found the same to be drawn accordance herewith attached.

**For Manoj Sangeeta & Associates
Chartered Accountants**

**Place: New Delhi
Date: 25.05.2012**

**sd/-
Manoj Kumar
M.No 098161**



SHEEL INTERNATIONAL LIMITED
Regd. Address: S-237, Greater Kailash, Part-II, New Delhi-110048

ATTENANCE SLIP

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting hall.

I hereby record my presence at the 22nd ANNUAL GENERAL MEETING of the Company at on Saturday the 29th day of September, 2012 at Community Hall, Pracheen Shiv Mandir, Jallan Muhalla, Tughlakabad Village, New Delhi- 110044

.....
Full name of the Shareholder Signature
(in block capitals)

Folio No. /DP ID No.* & Client ID No.*

* Applicable for members holding shares in electronic form.

.....
Full name of Proxy Signature
(in block capitals)

NOTE: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

1. Please fill the Attendance Slip and hand over the same at the Registered office of the Company not less than 48 (forty Eight) Hours) before the time of holding the meeting.
2. Members are requested to bring their Copy of Annual Report at the Annual General Meeting.
3. NO GIFT COUPAN WILL BE DISTRIBUTED AT THE MEETING

SHEEL INTERNATIONAL LIMITED
Regd. Address: S-237, Greater Kailash, Part-II, New Delhi-110048

Form of Proxy

22nd Annual General Meeting-29th September, 2012

Folio No..... /DP ID No.* & Client ID No.*

No of Shares:

I certified that I am registered share holder /Proxy for the registered shareholder of the company. I hereby record my presence at the 22nd Annual General Meeting of the Company at Community Hall, Pracheen Shiv Mandir, Jallan Muhalla, Tughlakabad Village, New Delhi- 110044 at 11:00 a.m on Saturday ,29th day of September, 2012

.....
Full name of the Shareholder Signature
(in block capitals)

.....
Full name of the Proxy Signature
(in block capitals)

Signed this day of 2012.

Note:

1. Please fill the Form of Proxy and hand over the same at the entrance of the meeting place.
2. Proxy need should not be a member
3. NO GIFT COUPAN WILL BE DISTRIBUTED AT THE MEETING



POST

If undelivered please return to
SHEEL INTERNATIONAL LIMITED
S-237, GREATER KAILASH PART-II
NEW DELHI - 110048