



SHEEL INTERNATIONAL LTD.

S-237, GREATER KAILASH-II, NEW DELHI-110048
PHONE : 91-011-32228087, FAX : 91-011-29993450

Corporate Governance Report

(under Clause 49 of the Listing Agreement)

Name of the Company: - **SHEEL INTERNATIONAL LTD.**

Regd. Address: -S-237, Greater Kailash Part-II, New Delhi-48

CIN no- **L01122DL1990PLC042207**

Period: - Quarter ended 30th June, 2012

Particular	Clause of Listing Agreement	Compliance Status	Remarks
I. Board of Directors	49 I	---	
A) Composition of Board	49(IA)	Yes	Sh. Nitin Maheshwari(WTD), Rishabh Bhutra, M.C Das and Sh. Rahul Kumar
B). Non- executive Directors Compensation & Disclosure	49(IB)	Yes	Sh. M.C Das, Rishabh Bhutra, and Sh. Rahul Kumar as non executive Director.
C) Other Provisions as to Board & Committees	49(IC)	yes	
D) Code of Conduct	49(ID)	Yes	The Board of Directors are working as per code of conduct prescribed in this regard.
II. Audit Committee	49II	yes	
A) Qualified & Independent Audit Committee	49 II(A)	Yes	Sh. Madan Chandra Das, Sh. Rishabh Bhuta and Sh. Rahul Kumar
B)Meeting of Audit Committee	49 II(B)	Yes	The Date on which the Audit Committee meeting held on 30 th June , 2012
C) Powers of Audit Committee	49 II(C)	Yes	-To Obtain outsider Legal or other professional advice in case of urgent necessity. - issue policy/Circulars and review the internal control systems. - To Investigate any activity within its term of reference
D) Role of Audit Committee	49 II(D)	Yes	The Role of the Audit committee shall include the following 1 Oversight of the company financial reporting process and discuss the financial information and its assurance. 2 Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees. 3 Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

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			4 Review, with the management the quarterly financial.
E) Review of Information by Audit Committee	49 II(E)	Yes	1 Management Discussion and analysis of financial condition and result of operations. 2 The appointment, Removal term of remuneration of the Statutory auditor shall be review by the Audit committee
III. Subsidiary Companies	49 (III)	N.A	There is no subsidiary of the company
IV. Disclosures	49(IV)	Yes	
A) Basis of Related Party Transactions	49(IV A)	N.A	As per AS 18 there is no related party transaction.
B) Disclosure of Accounting Treatment	49(IV B)	Yes	All the accounting policies as applicable have been disclosed.
C) Board Disclosures	49(IV C)	Yes	One Board meeting held in the Quarter ended 30 th June 2012 i.e 25.06.2012
D) Proceeds from Public Issues, right Issues, Preferential Issues etc.	49(IV D)		There is no proceeds from Public Issue, Right Issues & Preferential Issue etc since 1993.
E) Remuneration of Directors	49(IV E)	yes	No remuneration is being paid to any director, Sh. Nitin Maheshwari is appointed as Whole time Director without any remuneration.
F) Management	49(IV F)	Yes	Senior Management shall makes the disclosure to the Board relating to the all Material Financial & Commercial Transaction.
G) Shareholders	49(IV G)	Yes	Total No of Share holder 19494
V. CEO/CFO Certification	49 (V)	Yes	Company has appointed Sh Nitin Maheshwari as CEO/WTD of the Company w.e.f 25.06.2012
VI. Report on Corporate Governance	49 (VI)	Yes	Report on Corporate Governance is being submitted quarterly.
VII. Compliance	49 (VII)	Yes	All compliance is being made on regular basis.

Thanking you
Yours faithfully.

For SHEEL INTERNATIONAL LIMITED.

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DIRECTOR

