

**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

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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 reappointment.
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 :

	(Amount in Rs.)	
particulars	As on 31.03.2012	As on 31.03.2011
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 Avtar, 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 plesure 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 on going 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 Pradesh. 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, contractor, dealer in all kind of Marble, gypsum, koke, breeze, bentonite, Domomite, Marble & 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 the Scrutinizer 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/-	sd/-
M.C.Das	Nitin Maheshwari
Director	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 PHILOSOPHY 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:-