STANLEY SCHAPPEL TRADE & FINANCE LTD

NOTICE

NOTICE is hereby given that Annual General Meeting of the shareholders of Company will be held at the Registered Office of the company at 12, Govinda Sarkar Lane ,Kolkata-700012,West Bengal,India on 28th day of September, 2012 at 11 a.m. to transact the following business:

1. To adopt the audited accounts of the Company for the year ended 31st March 2012 and Directors Report thereon.

2. To appoint a Director in place of Mr. Chetan Sharma, Director, who retires by rotation at the AGM and being eligible, offers himself for re-appointment.

3. To appoint Auditors and fix its remuneration.

By order of the Board

Vijay Kumar Sharma

Vijay kumar Sharma
(Director)

Registered Office:-
12, Govinda Sarkar Lane,
Kolkata-700012,
West Bengal,India

Dated the 28th day of May' 2012

NOTE:- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the company.

Stanley Schappell Trade & Finance Ltd.

DIRECTORS' REPORT

TO THE SHAREHOLDERS.

Your directors have pleasure in presenting their Annual Report together with the Audited Accounts for the year ended 31/03/2012

FINANCIAL RESULTS

During the period under review the Company has made a loss of (Rs. 160.00) which when added to the past year debit balance of Rs. 459,457.00 makes a total debit balance of Rs 459,617.00 which your directors propose to carry forward to next year

WORKING OF THE COMPANY

During the period the funds of the Company were properly utilized.

DIRECTORS RESPONSIBILITY STATEMENT

i. In the preparation of annual accounts, the applicable accounting standards had been followed.

ii. Accounting policies are applied consistently and made judgment 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 of the loss of the company for that period.

iii. Proper & sufficient care was taken for the maintenance of adequate accounting records in accordance with the provision of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities

iv The annual accounts had been prepared on the basis of going concern.

AUDITOR'S REPORT

The observation made by the Auditors are self-explanatory and do not require any further clarification.

AUDITORS

M/s JSA & Associates, Chartered Accountants, Auditors of the Company retires and offers them self for re-appointment.

INFORMATION PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT,1956:

The above section is not applicable to the Company as no employees of the Company are in receipt of the remuneration specified under the above section

For and behalf of the Board
STANLEY SCHAPPELL TRADE & FINANCE LTD.
Vijay Kumar Sharma

Director / Authorised Signatory

Place: Kolkata
Date: 28.05.2012

12, Govinda Sarkar Lane, Kolkata - 700 012, West Bengal, India
E-mail : stanleyschappell@gmail.com

STANLEY SCHAPPELL TRADE & FINANCE LTD

CORPORATE GOVERNANCE REPORT 2011-12

REPORT ON CORPORATE GOVERNANCE

OUR POLICY ON GOVERNANCE

The Company's philosophy of Corporate Governance is adopting highest standards of professionalism, honesty, integrity and ethical behaviour to achieve business excellence and enhancing and maximizing shareholders value and protect the interest of stakeholders. The governance structure involves distribution of rights and responsibilities among different participants in the corporation (such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders).

BOARD OF DIRECTORS

The composition of Board is in accordance with Clause 49 (IA) of the Listing Agreement i.e. combination of executive and non-executive directors with not less than fifty percent of the Board of Directors comprising of non-executive directors.

The Board of Directors duly met 7(Seven) times respectively on 19/04/2011, 16/05/2011, 20/07/2011, 13/09/2011, 26/10/2011, 10/01/2012 and 10/03/2012 in respect of which meetings proper Notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

The composition and category of directors, attendance of each Director at the Board of Directors meetings during the financial year 2011-12 and at the last Annual General Meeting is indicated below and other relevant details is as under:

Name	Category	Attendence		No. of other Directorships**	No. of Board Committee (other than Stanley Schappell and Finance Limited)
		Board Meetings	Last AGM		
Vijay Kumar Sharma	Executive	7	Yes	NIL	NIL
Chetan Sharma	Non-Executive	7	Yes	NIL	NIL
Yash Kishore Saraogi	Independent Non-Executive	7	Yes	NIL	NIL

**Excluding directorship in, private companies, foreign companies and companies incorporated under Section 25 of the Companies Act, 1956

1) The Company did not have any pecuniary relationship and transaction with any of the Non- Executive Directors during the year under reference
2) All Independent Directors have confirmed that they meet the "independence" criteria as mentioned under Clause 49 of the Listing Agreement

Mr. Chetan Sharma retires by rotation at the forthcoming Annual General Meeting. He is eligible for re-appointment. Their particulars are enclosed as an Annexure to the Notice convening the ensuing Annual General Meeting.

AUDIT COMMITTEE

The Audit Committee of the Board consisted of the three board members, *viz.* Mr. Vijay Kumar Sharma, Mr. Chetan Sharma, Mr. Yash Kishore Saraogi.

Members of the Audit Committee except Mr. Vijay Kumar Sharma are Non-executive Directors. The quorum for the Audit Committee is two members personally present. Mr. Yash Kishore Saraogi is the

chairman of the Committee.

The Audit Committee met five times during the year, i.e. 19/04/2011, 16/05/2011, 20/07/2011, 13/09/2011, & 10/01/2012, Mr. Yash Kishore Saraogi, Mr. Vijay Kumar Sharma & Mr. Chetan Sharma attended all five meetings.

Terms of Reference

The terms of reference of this Committee are wide, the same are in accordance with those specified in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

INVESTOR GRIEVANCE COMMITTEE

The Investor Grievance Committee of the Board consisted of three Members of the Board, *viz* Mr. Vijay Kumar Sharma, Mr. Chetan Sharma & Mr. Yash Kishore Saraogi.

The Investor Grievance Committee met four times during the year, i.e . 19/04/2011, 20/07/2011, 13/09/2011, & 10/01/2012, Mr. Yash Kishore Saraogi, Mr. Vijay Kumar Sharma & Mr. Chetan Sharma attended all four meetings.

Mr. Yash Kishore Saraogi, Non-Executive Independent Director chairs the Committee Meeting. Members of the Committee except Mr. Vijay Kumar Sharma are Non-executive Directors. The quorum for the Committee Meeting is two directors personally present.

Terms of Reference

The Committee monitors the Company's response to investor complaints. The Committee exercise the power to transfer of shares, non-receipt of dividend/notices/annual reports, etc in accordance with the provisions of Clause 49IV(G)(iv) of the Listing Agreement.

Name and designation of Compliance Officer:

Mr. Vijay Kumar Sharma (Director)
Phone: 9903100086
Email id: stanleyschappell@gmail.com

Status Report of Investor Complaints for the year ended March 31, 2012
No of Complaints Received – Nil
No of Complaints Resolved – Nil
No of Complaints Pending – Nil

REMUNERATION COMMITTEE

The Remuneration Committee of the Board consists of all the three directors, *viz* Mr. Vijay Kumar Sharma, Mr. Chetan Sharma & Mr. Yash Kishore Saraogi.

Mr. Yash Kishore Saraogi, Non-Executive Independent Director chairs the Committee Meeting. Members of the Committee except Mr. Vijay Kumar Sharma are Non-executive Directors. The quorum for the Committee Meeting is two directors personally present.

The Committee met once during the year under reference i.e. on 13/09/2011. All the Directors attended the said meeting.

Terms of Reference

The Remuneration Committee determines and recommends to the Board the remuneration payable to the executive directors and to the senior management personnel.

REMUNERATION

None of the Directors receive any Remuneration from the Company.

ANNUAL GENERAL MEETINGS:

The details of the Annual General Meetings held in the past three years and the special resolutions passed there at are as follows:

[illegible]	Date	Venue	Time	No. of Special Resolutions Passed
[illegible]	30th September, 2009	12, GOVINDA SARKAR LANE, KOLKATA, 700012, West Bengal, INDIA	11 A.M	Nil
2009-10	30th September, 2010	12, GOVINDA SARKAR LANE, KOLKATA, 700012, West Bengal, INDIA	11 A.M	Nil
[illegible]	30th September, 2011	12, GOVINDA SARKAR LANE, KOLKATA, 700012, West Bengal, INDIA	11 A.M	Nil

No Postal Ballot was conducted during the financial year 2011-12. There is no proposal, at present, to pass any Special Resolution by Postal Ballot.

DISCLOSURES

i) There was no material individual transaction with related parties such as Promoter, Directors, Key Managerial Personnel, relatives or subsidiary that could have potential conflict of interest with the Company, during the year ended 31st March, 2012. Except from those disclosed in the financial statements for the year ended March 31, 2012.

ii) The Company follows the mandatory Accounting Standards prescribed by the Institute of Chartered Accountants of India and to the best of its knowledge there are no deviations in the accounting treatments that require specific disclosure.

iii) The CEO/CFO certificate for the financial year ended March 31, 2012 is annexed hereto.

iv) There have been no instances of non-compliance on any matter as regards the rules and regulations prescribed by the Securities and Exchange Board of India or any other statutory authority relating to capital markets during the last three years.

v) The Company has regularized its filings with the Stock Exchange. The Company has implemented the mandatory requirements of Corporate Governance as set out in the Listing Agreement during the year under reference.

vi) Though the Company does not have a specific Whistle blower policy, no personnel is denied access to the Audit Committee. A certificate from Auditor certifying the compliance by the Company with the provisions of Corporate Governance of the Listing Agreement is annexed hereto.

vii) A qualified practicing Chartered Accountant conducted a Reconciliation of Share Capital Audit on quarterly basis reconciling the total Share Capital, all the shares are held in physical form.

viii) Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchange a Company Secretary-in-Practice have issued certificates on half-yearly basis, confirming due compliance of share transfer formalities by the Company.

MEANS OF COMMUNICATION

(i) All periodical reports including Un-audited financial results, Quarterly Shareholding Pattern, clause 49A compliance etc. is sent to the shareholders at their email id / postal address registered with the company.

(ii) The Management Discussion and Analysis Report, in accordance Clause 49 of the Listing Agreement is annexed to the Directors' Report and forms part of this Annual Report being sent to all the members of the Company.

GENERAL SHAREHOLDER INFORMATION

Date, time and venue of AGM	Friday, September 28th, 2012, at 11 AM at the registered office of the Company situated at 12, Govinda Sarkar Lane, Kolkata, 700012, West Bengal, India
Financial Year	1st April, 2011 to 31st March, 2012
Date of Book Closure	Tuesday, 25th September, 2012 to Thursday, 27th September 2012 (Both the days inclusive)
Dividend payment date	Not Applicable
Financial Calendar Period	Board Meeting to approve quarterly financial results (Tentative Schedule) - End July 2012 - End October 2012 - End January 2013 - April / May 2013
Quarter ending 30th Jun 2012 Quarter ending 30th Sep 2012 Quarter ending 31st Dec 2012 Quarter ending 31st Mar 2013	

Listing on Stock Exchanges	Calcutta Stock Exchange
Listing Fees	Listing fees as prescribed are in arrears to the exchanges up to 31st March 2013.
Stock Code	CSE- 29387
Registered Office	12, Govinda Sarkar Lane, Kolkata, 700012, West Bengal, India
Compliance Officer & Contact Address	Mr. Vijay Kumar Sharma 12, Govinda Sarkar Lane, Kolkata, 700012, West Bengal, India Phone: 91 9903100086 Email ids: stanleyschappell@gmail.com

SHARE TRANSFER SYSTEM

Shareholders / Investors are requested to send share transfer related documents directly to the Company. If the transfer documents are in order, the transfer of shares is registered within 7 days of receipt of transfer document.

Investor Services

Number of complaints from shareholders during the year ended March 31, 2012

Complaints outstanding as on 1st April 2011	Nil
Complaints received during the year ended 31st March 2012	Nil
Complaints resolved during the year ended 31st March 2012	Nil
Complaints pending as on 31st March 2012	Nil

Distribution of Shareholding as on March 31, 2012

No. of shares	No. of shareholders	% of holders	Share Amount	% of shareholding
Up to 5000	834	99.64%	21,95,700	88.18%
5001 – 10000	1	0.12%	79,000	3.17%
10001 – 20000	2	0.24%	2,15,300	8.65%
20001 – 30000	-	-	-	-
30001 – 40000	-	-	-	-
40001 – 50000	-	-	-	-
50001 – 100000	-	-	-	-
100001 and above	-	-	-	-
TOTAL	837	100%	24,90,000	100%

Categories of Shareholders as at March 31, 2012

Sl. No.	Description	No. of Shares	% to Capital
A.	Promoters & Promoters Group - Individuals	29,430	11.82%
B.	Public Shareholding		
	-Institutions Financial Institutions/Banks	NIL	NIL
	- Non-institutions Individuals	219,570	88.18%
	Total	249,000	100%