



SHEEL INTERNATIONAL LIMITED

21st Annual Report 2010-2011

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of SHEEL INTERNATIONAL LIMITED will be held on Friday, the 30th day of September, 2011 at Community Hall, Pracheen Shiv Mandir, Jallam Muhalla, Tughlakabad Village, New Delhi-110044 at 11.00 A.M to transact the following business.

- 1) To receive, consider and adopt the audited Balance Sheet of the Company as on 31st March, 2011 and Profit & Loss Account for the year ended on that date and the Report of Directors and Auditors thereon.
- 2) To Appoint Director in place of Sh. M. C. Das who retire by rotation being eligible himself for appointment.
- 3) To Appoint Auditor and fix their remuneration.

Registered Office:

S-237, Greater Kailash, Part-II
New Delhi – 110048

Dated : 02.08.2011

By Order of the Board of Directors

Sd/-
S.N.CHANDAK
Director

NOTES:

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and on a poll to vote instead of himself and proxy need not be a member of the Company.
2. The instrument appointing proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
3. The Register of Members and Share transfer books of the Company will remain closed from 29th September 2011 to the 30th September, 2011 (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.
 - b. Quote Ledger Folio Number in all their correspondence
 - c. Bring the Attendance slip/copy of the Annual Report with them to the 21st 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. **NO GIFT/GIFT COUPONS WILL BE DISTRIBUTED AT THE AGM.**

By Order of the Board of Directors

Sd/-
S.N.CHANDAK
Director

Place : New Delhi
Dated : 02.08.2011



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DIRECTOR'S REPORT

TO THE MEMBERS

Your Directors have Pleasure in Presenting the 21st Annual Report together with audited statement of accounts for the year ended 31st March, 2011.

Particulars	Amount in Rs.	
	31.03.2011	31.03.2010
Total Income	3029453	1600500
Depreciation	443961	443961
Profit (Loss) before Tax	2107900	756028
Provision for Tax	—	—
Profit after Tax	2107900	756028
Misc Balance written back	10637729	11328366
Prior Period Adjustments	—	—
Balance Brought Forward from Previous year	(30164224)	(42248618)
Balance Carried to Balance Sheet	(17418595)	(30164224)

OPERATIONS AND FUTURE PLANS

The operations for the year under review shown Profit After Tax of Rs. 21,07,900/-.

The operations of the plant of the company has been stopped from 1999 due to scarcity of fund. Management are doing best to review the unit by adopting some other activities in agriculture sector.

DIVIDEND:

In View of accumulated loss no dividend is being declared by the Board.

DIRECTORS

Sh. Madan Chander Das retire by rotation at the ensuring Annual General Meeting and being eligible offer himself for reappointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors State:

- i) that in the preparation of the annual accounts, 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 period;
- 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.

FIXED DEPOSITS

Your company has neither received nor renewed any Fixed Deposits under section 58A of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975 from the public during the financial year under review.

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.



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CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE:

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 AGREEMENT REQUIREMENTS:

The securities of your company are listed at Bombay Stock Exchange and Delhi Stock Exchange. The Trading in company's securities remain suspended with Bombay Stock Exchanges for non compliance of listing agreement however all possible steps are being taken by the management to get shares traded at the floor of the Stock Exchanges.

PARTICULARS OF THE EMPLOYEES:

None of the employees employed during the year was in receipt of remuneration in excess of the 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 this 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 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 : 02.08.2011
Place : New Delhi

Sd/-
S.N. Chandak
Director

Sd/-
Ram Avtar
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 2011.

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 fore the company has not imported any technologies during the year under report.

3. FOREIGN EXCHANGE EARNING AND OUTGO.

Foreign Exchange Earning and outgo during the year is NIL.

**CORPORATE GOVERNANCE
FOR THE PERIOD ENDED 31ST MARCH, 2011****COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Sheel International Limited aims at ensuring high ethical standards in all areas of its business operations 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 as under:

1. BOARD OF DIRECTORS:

The Company's Board consisted of One Promoter Director and- two independent directors, who have rich experience in their fields.

The Board of the Company met Five times during the financial year 31.03.2011 on the following dates: 30.06.2010, 02.08.2010, 31.12.2010, 24.01.2011 & 31.03.2011

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 (as on 31.03.2011) and the attendance of the Directors are given below:

Name of the Director	Category of the Director	No. of other Directorship (*)	No. of Board meetings Attended	Attendance at Last AGM
S. N. Chandak	Promoter Director	—	5	30th September, 2010
Sh. Ram Avtar	Independent Director	Vitro Biotechnologies Ltd.	5	30th September, 2010
Sh. M. C Das	Independent Director	—	5	30th September, 2010

*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 than 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 and decides on all the matters including those suggested in the Listing Agreement, as and when the requirement arises.

2. 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, and of the other two members one is promoter director and the other is non-executive / independent director/Officer.

During the relevant financial year, 4 Audit Committee Meetings were held on 30.06.2010, 30.09.2010, 31.12.2010, & 31.03.2011.



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The constitution of the Audit Committee the attendance of each member of the Committee for the financial year 2010-2011 is given below:-

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

3. SHARE HOLDERS GRIEVANCE/ SHARE TRANSFER COMMITTEE:

Share Holder's Grievance Committee

Share Holders Grievance Committee consists of two independent Directors, and one compliance officer who have met on 30. 06.2010, 30.09.2010, 31.12.2010, & 31.03.2011. As on 31st March 2011, Company has redress all the complaints/ grievances within the stipulated times.

The Status of the total complaints received during the FY 2010-11 is as follows

Type	No of Complaint
Complaints received from the shareholder through SEBI and other statutory body	4
Complaints redressed out of the above	3
Pending Complaints received as on 31.03.2011	1
Other quarry received from Shareholders	2

During the year company had affected transfers involving 12100 equity shares.

The constitution of the Committee as on today is as under:

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

Share Transfer Committee

The members of Share Holders Grievance Committee are the members of share transfer committee also. The Committee has met four times on the following dates: 30.06.2010, 31.07.2010, 31.12.2010 & 31.03. 2011.

4. REMUNERATION COMMITTEE:

The Directors have decided that till the financial crisis is sorted / solved, they will not draw any remuneration from the Company. So remuneration committee was not set up during the year under review.

5. OTHER DETAILS/INFORMATIONS

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

Year Ended	Venue	Date	Time
31.03.2008	S-237, G.K. Part-II, New Delhi-48	30.09.2008	11:00 AM
31.03.2009	S-237, G.K. Part-II, New Delhi-48	30.09.2009	11:00 AM
31.03.2010	S-237, G.K. Part-II, New Delhi-48	30.09.2010	11:00 AM



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The Company has neither used Postal Ballot nor passed any special resolutions during these years, and there was no Extra Ordinary General Meetings of the members of the Company during the relevant period.

- **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**

- a) **AGM, date, time, and venue**

Venue	Date	Time
Community Hall, Pracheen Shiv Mandir, Jallam Muhalla, Tughlakabad Village, New Delhi – 110044	30.09.2011	11:00 AM

- b) Financial year ending 31.03.2011.

- c) Book closure date 29th September 2011 to 30th September, 2011 (both the days inclusive)

- d) Listing on stock exchanges. BSE & DSE

- e) Listing Fees up to the date of Bombay Stock Exchange has been paid.

- f) Distribution schedule as on 31.03.2011

Category	Number of Shareholders	% (percentage)	Number of Shares Held	% (Percentage)
Upto – 500	18772	95.80	2426500	40.48
501 – 1000	545	2.78	470900	7.85
1001 – 2000	170	0.87	267100	4.46
2001 - 3000	45	0.23	115900	1.93
3001 – 4000	20	0.10	71800	1.20
4001 – 5000	16	0.08	75400	1.26
5001 - 10000	11	0.06	73100	1.22
10001 and above	15	0.08	2494300	41.60
Total	19594	100.00	5995000	100.00

- g) **Share price movements:**

There was no trading of the scripts of the company at the Stock Exchange(s) during the year. The data regarding the price movements are not available, and the management is unable to provide the statement showing the monthly high and low price of the script of the Company as required in the Listing Agreement.

- h) **Share holding pattern as on 31.03.2011**

Category	No. of shares	% of equity
Promoter Group		
Individual	2131800	35.56 %
Body Corporate	150900	2.52 %
Total - A		38.08%
Public Holding		
Institutional	Nil	Nil
Non –Institutional		
Body Corporate	127500	2.12 %
Public Holding	3584800	59.80 %
Total - B		61.92%
Grand Total - A + B		100%



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- Share holdings of Independent Directors (name) No. of Shares
- Sh. Ram Avtar 16100
- a) Director retiring by rotation / reappointment: Sh. Madan Chandra Das
- b) The ISIN for the dematerialized share of the company is (ISIN No). A/F
- c) **Share transfer system:** At present the In house share transfer at its registered office of the company.
- 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
- g) **Share Transfer Agents:** Company has approach the Registrar of Share Transfer agent but the same has to be finalized
- h) **Stock Code:** 526081 (Bombay Stock Exchange), 6452 (Delhi Stock Exchange)
- i) **Dematerialization of shares & liquidity:** Bulk of the shares are in physical mode, as given below:

Sr. No	Particulars	No. of share holders	No. of shares	Percentage
1	Physical Shares	19594	5995000	100%
2	Electronic Shares	Nil	Nil	
	Total	19594	5995000	100%

- j) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely impact on equity –NIL
- k) Conversion date are likely impact on Equity Shares-Nil
- l) The details of related parties' viz.; Promoters. Directors or the Management, their Subsidiaries or relatives conflicting with Company's interest:
- m) **Related Party Disclosure**
- Key management Personal:-** Ram Avtar- Director, S. N. Chandak- Director, & M.C. Das- Director
 - Enterprises Under the common Control:** Jayshee Investment Private Limited
 - Transaction during the year with key management personal & enterprises under common control.

Particulars	Enterprises under common control		Key Management Personal		Total
	Opening balance as on 01.04.2010	Paid during the year	Opening balance as on 01.04.2010	Transaction during the year	
Unsecured loan from Jayshee Investments Private Limited.	9354315.00	2350000.00	Nil	Nil	7004315.00



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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 2011 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 investors grievances were attended within one month as per records 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.

For **Manoj Sangeeta & Associates**
Chartered Accountant

Sd/-

Manoj Kumar

Membership No.098161

Place : New Delhi
Date : 02.08.2011

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 on March 31, 2011 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 Secretary

Sd/-

Manish Ranjan

FCS No. : 3709

Place : New Delhi
Date : 02.08.2011

**MANAGEMENT DISCUSSION AND ANALYSIS****Overall review, industry Structure and Developments: -**

The Company is not in operation since 1999 due to several reason. your director is glade to report you that during the year company is under review and the management is planing to revive the unit as well as revocation of suspension of trading at BSE is commissioned.

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

Opportunities and Threat

Presently Govt. of India is promoting Agriculture Sector by launching various scheme like National Horticulture mission and National Foods and Pulse Mission and Vegetable initiative for urban cluster.

Threat: Competition from unorganized Sector.

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 industries 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 (Amount in Rs.)

Particulars	As on 31.03.2011	As on 31.03.2010
Total Income	3029453	1600500
Depreciation	443961	443961
Profit (Loss) before Tax	2107900	756028
Provision for Tax	—	—
Profit (Loss) after Tax	2107900	756028
Misc. Balance Adjustments	10637729	11328366
Balance Brought Forward	(30164224)	(42248618)
Balance Carried to Balance Sheet	(17418594)	(30164224)

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.



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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 2011, 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.

For **Sheel International Limited**

Place : New Delhi
Date : 02.08.2011

Sd/-
Chairman & Director

DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, Sh. S. N. Chandak, Chairman & Director 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 31.03.2011.

For **M/s Sheel International Limited**

Place : New Delhi
Date : 02.08.2011

Sd/-
Chairman & Director



AUDITOR 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, 2011 and profit & loss accounts of the company for the year ended on that date annexed there to. 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 accounting 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 purpose 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;
 - iv. 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, subject to the following.
 - (a) **Note No. 6:** Non provision of depreciation on Plant & Machinery.
 - (b) **Note No. 7:** Suspension of trading in securities of the company by the BSE .non filling of Listing requirement and other guidelines of the relevant authorities/law.
- a) the Balance Sheet, of the state of affairs of the company as at March 31, 2011;
 - b) the Profit and Loss Account, of the Loss for the year ended on that date; and
 - c) On the basis of written representations received from the directors and taken on record by the Directors, we report that none of the directors is disqualified as on March 31,2011 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/-
MANOJ KUMAR
Chartered Accountant
M.NO-098161

Place : New Delhi
Dates : 02.08.2011



ANNEXURE TO AUDITOR'S REPORT TO THE MEMBER OF SHEEL INTERNATIONAL LIMITED

Annexure to the auditor's report of even date to the members of the Sheel International Limited on the Financial Statements for the year ended March 31st 2011.

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 not maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) Company has not physically verified the fixed assets during the year, hence discrepancy, if any, cannot be commented.
 - c) The Fixed assets disposed off during the year are not substantial and hence it has not affected the going concern assumption .
- ii)
 - a) Inventory has been physically verified by the company as per Management assurance but there is no frequency registered of physical checking in the company, we cannot comment on that.
 - b) as per clause (a) due to non maintenance of frequency of physical verification, we can not comment on that, whether the physical verification of inventory is reasonable or not.
 - c) The Company has maintained proper records of inventory and no material variation has been noticed.
- iii) (a) to (d) The company has maintained registered under Section 301 of the companies Act, 1956, The Company has taken loan in previous years from the Jayshee Investment Pvt. Ltd. (parties covered under Section 301) and as per the explanation given by the management company has paid loan of Rs. 23,50,000 during the year and no other transaction with parties U/s 301 has been noticed.
- 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 fixed assets and for the sale services. During the course of our audit, no major weakness has been noticed in the internal controls in respect of these areas.
- v) According to the information and explanation given to us, there was no transaction taken place during the year with any party covered under section 301 of the Companies Act except mentioned in clause (iii). However we have not been provided any register to be maintained as per provisions of the Act and therefore, Para 4 (v) 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



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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 2011, 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 2010-11 Rs. 1,74,18,594/- which is less than 50% of its net worth, and the company has not incurred any cash losses during the year.
- (xi) The Company has Settled down the repayment of dues to financial institution and banks. Regarding settlement of loan, only 7,97,245/- outstanding in the books of accounts of the company at the end of the financial year under audit, which has been paid in beginning of the next 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 of 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

Sd/-
MANOJ KUMAR
Chartered Accountant
M.NO-098161

Place : New Delhi
Dates : 02.08.2011

**SHEEL INTERNATIONAL LIMITED**

21st Annual Report 2010-2011

BALANCE SHEET AS AT 31ST MARCH 2011

Particulars	Schedules	Current Year As on 31.03.2011	Previous Year As On 31.03.2010
<u>SOURCES OF FUNDS</u>			
Share Holder Funds			
Equity Share Capital	1	59,950,000.00	59,950,000.00
Reserves & Surplus	2	1,132,640.00	1,132,640.00
Share Application Money		—	1,30,000.00
Loan Fund			
Secured Loans	3	797,245.00	27,435,024.00
Unsecured Loans	4	7,004,315.00	9,354,315.00
		68,884,200.00	98,001,979.00
<u>APPLICATION OF FUNDS</u>			
Fixed Assets:			
Gross Block	5	95,538,690.00	113,489,349.00
Less: Depreciation		40,747,365.00	47,650,526.00
Net Block		54,791,325.00	65,838,823.00
Current Assets Loans & Advances	6	460,110.92	2,006,170.42
Current Assets			
Less: Current Liabilities & Provisions	7	3,785,830.00	7,238.00
Net Current Assets		(3,325,719.08)	1,998,932.42
Balance As Per Profit & Loss Account		17,418,594.08	30,164,223.58
		68,884,200.00	98,001,979.00
Accounting Policies and Notes to Accounts forming part of the Balance Sheet.	11		

As per our Audit Report of even date attached

For **Manoj Sangeeta & Associates**
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD

Sd/-
Manoj Kumar
Chartered Accountant
M.No-098161**Sd/-**
Director**Sd/-**
DirectorPlace : New Delhi
Date : 02.08.2011

**SHEEL INTERNATIONAL LIMITED**

21st Annual Report 2010-2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDING 31ST MARCH 2011

Particulars	Schedules	Current Year As on 31.03.2011	Previous Year As On 31.03.2010
<u>INCOME</u>			
Franchise Fees		156,000.00	156,000.00
Agricultural Income (Net)	8	1,536,953.00	1,444,500.00
Sale of Plant (Net)		1,336,500.00	—
TOTAL 'A'		3,029,453.00	1,600,500.00
<u>EXPENDITURE</u>			
Administrative & Other Expenses	9	476,001.00	400,511.00
Financial Expenses	10	1,590.50	—
Dpreciation		443,961.00	443,961.00
TOTAL 'B'		921,552.50	844,472.00
Profit for the year Before Taxation (A-b)		2,107,900.50	756,028.00
Less: Provision for Taxation		—	—
Profit after Taxation		2,107,900.50	756,028.00
Balance broughtd forward from Previous Year		(30,164,223.58)	(42,248,617.58)
Misc. Balance Written Off		10,637,729.00	11,328,366.00
Balance carried to Balance Sheet		(17,418,594.08)	(30,164,223.58)
Accounting Policies and notes to Accounts forming part of the Profit & Loss Accounts	11		

As per our Audit Report of even date attached

For **Manoj Sangeeta & Associates**
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD

Sd/-
Manoj Kumar
Chartered Accountant
M.No-098161**Sd/-**
Director**Sd/-**
DirectorPlace : New Delhi
Date : 02.08.2011



SHEEL INTERNATIONAL LIMITED

21st Annual Report 2010-2011

SCHEDULE

Particulars	Current Year As on 31.03.2011	Previous Year As On 31.03.2010
SCHEDULE : 1 - SHARE CAPITAL		
Authorised Capital		
6500000 Equity Shares of Rs. 10/- each	65,000,000.00	65,000,000.00
50000 Cumulative Redeemable Preference Share of Rs. 100/-each	5,000,000.00	5,000,000.00
	<u>70,000,000.00</u>	<u>70,000,000.00</u>
Issued, Subscribed & Paid Up Capital		
5995000 Equity Shars of Rs. 10/- each Fully Paid Up	59,950,000.00	59,950,000.00
Total	<u>59,950,000.00</u>	<u>59,950,000.00</u>
SCHEDULE 2 - RESERVES AND SURPLUS		
Capital & Pioneer Subsidy	1,132,640.00	1,132,640.00
Total	<u>1,132,640.00</u>	<u>1,132,640.00</u>
SCHEDULE 3 - SECURED LOANS		
Working Capital From Bank	797,245.00	27,435,024.00
Total	<u>797,245.00</u>	<u>27,435,024.00</u>
SCHEDULE 4 – UNSECURED LOANS		
From Others	7,004,315.00	9,354,315.00
Total	<u>7,004,315.00</u>	<u>9,354,315.00</u>

SCHEDULE : 5 – FIXED ASSETS

Particulars	COST				DEPRECIATION				NET BLOCK	
	Cost as on 01 April 10	Additions during the year	Sale during the year	Cost as on 31 March 11	Up to 31 March 11	For the year	Adj- during the year	Upto 31 March 11	As on 31 March 11	As on 31 March 10
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	7,608,766.00	443,961.00		8,052,727.00	6,462,228.00	6,906,189.00
PLANT & MACHINERY	97,114,402.00		17,950,659.00	79,163,743.00	39,659,704.00		7,347,122.00	32,312,582.00	46,851,161.00	57,454,698.00
FURNITURE & FIXTURE	382,056.00			382,056.00	382,056.00	-		382,056.00	-	-
TOTAL	113,489,349.00		17,950,659.00	95,538,690.00	47,650,526.00	443,961.00	7,347,122.00	40,747,365.00	54,791,325.00	65,838,823.00



SHEEL INTERNATIONAL LIMITED

21st Annual Report 2010-2011

Particulars	Current Year As on 31.03.2011	Previous Year As On 31.03.2010
SCHEDULE 6 - CURRENT ASSETS, LOANS & ADVANCES		
Cash in Hand	14,923.00	2,029.00
Balance with Bank	13,574.92	9,655.42
Total A	28,497.92	11,684.42
SUNDRY DEBTORS		
Due for less than Six Months	11,700.00	1,490,173.00
Total B	11,700.00	1,490,173.00
LOANS & ADVANCES		
(Unsecured Considered Good)		
Advances recoverable in cash		
or in kind or for value to be Received	370,000.00	470,000.00
Income Tax Refund	49,913.00	34,313.00
Total (B)	419,913.00	504,313.00
Total (A+B+C)	460,110.92	2,006,170.42
SCHEDULE 7 - CURRENT LIABILITIES AND PROVISIONS		
Sundry Creditors	3,738,550.00	-
Salary Payable	26,323.00	-
Audit Fees Payable	20,957.00	7,238.00
Total	3,785,830.00	7,238.00
SCHEDULE 8 - AGRICULTURAL INCOME		
Sale of Plants	1,920,700.00	1,490,000.00
Less: Plant Hardening & irrigation cost	383,747.00	45,500.00
Total	1,536,953.00	1,444,500.00
SCHEDULE 9 - ADMINISTRATION & GENERAL EXPENSES		
Auditor remuneration - Stat. Audit	9,927.00	7,238.00
- Tax Audit	11,030.00	-
Filing Fees	2,500.00	1,020.00
Freight & Cartages Exp.	81,783.00	-
Legal & Professional charges	34,620.00	38,420.00
Conveyance Exp.	717.00	-
Office Exp.	73.00	8,130.00
Postage & Courier	169.00	540.00
Rate, Fees & Taxes	-	147,163.00
Salary	311,745.00	48,000.00
Staff Welfare Exp.	7,600.00	-
Telephone Exp.	8,100.00	-
Travelling Exp.	7,737.00	-
Loan Parking Fees	-	150,000.00
Total	476,001.00	400,511.00
SCHEDULE -10 : FINANCE CHARGES		
Bank Charges	1,590.50	-
Total	1,590.50	-



SHEEL INTERNATIONAL LIMITED

21st Annual Report 2010-2011

SCHEDULE : 11 ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS

1. Significance accounting policies

A. BASIS OF ACCOUNTING

- a) The Company follow mercantile system of accounting and recognize income and expenditure on an accrual basis.
- b) Fixed Assets are stated at historical Cost less depreciation. Historical cost comprise the purchase price and all direct cost attributed to bring the assets to its working condition for intended use.
- c) Depreciation on fixed assets has been provided on the basis of straight line method as per the rate prescribe in the scheduled XIV of the companies act, 1956, except on plant & machinery, on which no depreciation has been provided.

B. NOTES TO ACCOUNTS

	Current Year	Previous year
1) Contingent Liabilities		
Capital Contract remaining to be executed.	Nil	Nil
Claims against the Company not acknowledge	Nil	Nil
Other monies for which the company is contingently liable	Nil	Nil
2) Amount paid to Auditor as fees, expenses or otherwise for services rendered:		
Audit fees	9927	7238
Fees for other certificate	11030	Nil
3) Value of Imports on CIF basis in respect of		
a) Raw Material	Nil	Nil
b) Stored & Spares parts	Nil	Nil
c) Capital Goods	Nil	Nil
d) Trading goods	Nil	Nil
4) Expenses in foreign currency on account of royalty, knowhow, professional consultation fees, Interest and other matters.:		
Foreign travel	Nil	Nil
Purchases	Nil	Nil
Other expenses, if any:	Nil	Nil
5) Earning in Foreign Exchange:		
a) Export of goods calculated on FOB basis	Nil	Nil
b) Comission	Nil	Nil
6) Depreciation on Plant & Machinery has not been charged for the year, as the plant of the company is not in operation.		
7) The Trading of Securities of the company has been suspended with Bombay Stock Exchange w.e.f. Feb-2001 on account of non-compliance Listing Agreement.		
8) The Company is not operative and the future profit are not ascertainable, hence the defer tax assets / liability is not considered.		
9) Related Party Disclosure		
Key Management Personnel: Ram Avtar- Director, S.N.Chandak- Director, Madan Chandra Das- Director Enterprises Under Common Control Jayshee Investments Pvt. Ltd. Transaction with Key Management Personnel & Enterprises Under Common Control.		

Particulars	Enterprised under Common Control		Key Management Personnel		Total
	Opening Balance	During the year	Opening Balance	During the year	
Unsecured Loan from Jayshee Investment Pvt. Ltd.	9354315.00	2350000.00	-	-	7004315.00

10) Segment Reporting

There is no regular business segment of the company so no segment reporting has been shown.

11) Deffered Tax

Deffered tax asses in the Balance Sheet comprising the dollowings.

Nature -Asset/(Liability)	As at 01.04.10 Assets/Liability	Deffered Tax for the year Assets/Liability	As at 31.03.2011 Assets/Liability
Time Difference as on account of :			
Depreciation	0	0	0
Unabsorbed Capital Loss	0	0	0

12) Amount, if any due to Small Scal Venders Exceesing Rs. 1.Lacs.

Schedule 1 to 10 form an internal part of the Balance Sheet and Profit & Loss Account has been authenticated.

As per our Audit Report of even date attached

For **Manoj Sangeeta & Associates**

Chartered Accountants

Sd/-

Manoj Kumar

Chartered Accountant

M.No-098161

Place : New Delhi

Date : 02.08.2011

FOR AND ON BEHALF OF THE BOARD

Sd/-

Director

Sd/-

Director

**SHEEL INTERNATIONAL LIMITED**

21st Annual Report 2010-2011

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**I REGISTRATION DETAILS**

Registration No. L01122DL1990PLV 42207
State Cod 55
Balance Sheet Date 31st March 2011

II CAPITAL RAISED DURING THE YEAR

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (IN RS.000s)

Total Liabilities	68884	Total Assets	68884
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SOURCE OF FUNDS

Paid-up Capital	59950
Reserves & Surplus	(1133)
Secured Loans	797
Unsecured Loan	7004
Share Application Money	

APPLICATION OF FUNDS

Net Fixed Assets	54791
Investments	-
Net Current Assets	(3325)
Misc. Expenditure	-
Net Deferred Tax	-
Accumulated Losses	17419

IV PERFORMANCE OF COMPANY (IN RS.000s)

Turnover	3029	Total Expenditure	921
Profit/Loss before Tax	2108	Profit/Loss After Tax	2108
Earnings per Share	NIL	Dividend Rate%	NIL

V GENERIC NAMES OF PRINCIPAL PRODUCTS/SERVICES OF COMPANY (AS PER MONETARY TERMS)

Item Code No. (ITC Code)	Nil
Product Description	Plants & Allied products Franchises Services

As per our Audit Report of even date attached

For **Manoj Sangeeta & Associates**
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD

Sd/-
Manoj Kumar
Chartered Accountant
M.No-098161

Sd/-
Director

Sd/-
Director

Place : New Delhi
Date : 02.08.2011



SHEEL INTERNATIONAL LIMITED

21st Annual Report 2010-2011

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2011

Particulars	For the year Ended 31.03.2011		For the year Ended 31.03.2010	
	Amount (in Rs.)	Amount (in Rs.)	Amount (in Rs.)	Amount (in Rs.)
CASH FLOW FROM OPERATING ACTIVITY				
PROFIT AS PER PROFIT AND LOSS ACCOUNT		2,107,900.50		756,028.00
Adjustment for :				
Depreciation Provided in Books of Accounts	443,961.00		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	-		-	
Provision/Liabilities Written Back	10,637,729.00	11,081,690.00	-	443,961.00
PROFIT BEFORE WORKING CAPITAL CHANGES		13,189,590.50		1,199,989.00
Adjustments for :				
Sundry Debtors	1,478,473.00		(1,490,173.00)	
Other Current Assets	84,400.00		-	
Increase in inventories	-		-	
Trade Paybles	3,778,592.00	5,341,465.00	1,061.00	(1,489,112.00)
CASH GENERATED FROM OPERATIONS		18,531,055.50		(289,123.00)
Income Tax Provided		-		-
NET CASH FLOW FROM OPERATING ACTIVITIES		18,531,055.50		(289,123.00)
CASH FLOW FROM INVESTING ACTIVITIES				
Loans and Advances		(16,638.00)		
(Purchase)/Sale of Fixed Asset**	10,603,537.00		-	
Investment made During the Year	-		-	
Proceeds from Sale of Investment	-		-	
Interest Income	-		-	
Dividend Received	-		-	
		10,603,537.00		(16,638.00)
NET CASH INFLOW IN INVESTING ACTIVITIES		10,603,537.00		(16,638.00)
CASH FLOW FROM FINANCING ACTIVITIES				
Interest and finance Charges(Paid)/recievved	-		-	
(Repayment)/ Proceeds From secured Loan	(26,637,779.00)		-	
(Repayment)/ Proceeds From Unsecured Loan	(2,350,000.00)		150,000.00	
increase in share Application	(130,000.00)		130,000.00	
Security premium received	-	(29,117,779.00)	-	280,000.00
NET CASH USED IN FINANCING ACTIVITIES		(29,117,779.00)		280,000.00
Net Increase/(Decrease in Cash Equivalents during the year(A+B+C)		16,813.50		(25,761.00)
Cash and Cash Equivalents at the Beginning of Year		11,684.42		37,445.42
Cash and Cash Equivalents at the End of Year		28,497.92		11,684.42

NOTES TO THE FINANCIAL STATEMENTS

For on behalf of the board

Place : New Delhi
Dated : 02.08.2011

Sd/-
S.N.Chandak
Director

AUDITOR CERTIFICATE

We have verified the attached Cash Flow of the Sheel International Ltd. derived from the audited financial Statements for year ended 31st March 2011 and found the same to be drawn in accordance herewith.

For **Manoj Sangeeta and Associates**
Chartered Accountant

Place : New Delhi
Date : 02.08.2011

Sd/-
Manoj Kumar

SHEEL INTERNATIONAL LIMITED

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

FORM OF PROXY

Folio No :

I/We.....of.....

Being a member/member of the above named Company, hereby appoint.....

.....or failing himof

.....as my/our proxy to vote for me/us on my/

our behalf of the 21st Annual General Meeting of the Company to be held on 30th day of September, 2011, and at

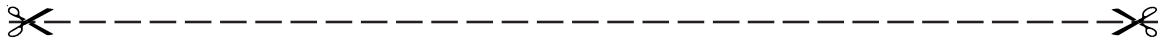
any adjournment thereof.

Signed.....day of.....2011.

Signature(s) :

Note :

1. The instrument of Proxy should be deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the time of holding the meeting.
2. Proxy need not be a member.
3. NO GIFT COUPON WILL BE DISTRIBUTED AT THE MEETING.



SHEEL INTERNATIONAL LIMITED

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

ATTENDANCE SLIP

21st Annual General Meeting – 30th day of September 2011

Regd. Folio No :

I certify that I am registered shares holder/proxy for the registered shareholder of the Company. I hereby record my presence at the 21st ANNUAL GENERAL MEETING of the Company at Community Hall, Pracheen Shiv Mandir, Jallam Muhalla, Tughlakabad Village, New Delhi- 110044 at 11.00 a.m on Friday, the 30th day of September, 2011.

(Member's/Proxy's Name in Block Letters) :

(Member's/Proxy's Signature) :

Note :

1. Please fill the attendance slip and hand over the same at the entrance of the meeting place.
2. Members are requested to bring their copy of the Annual Report at the Annual General Meeting.
3. **NO GIFT COUPON WILL BE DISTRIBUTED AT THE MEETING.**

BOOK - POST

If undelivered, please return to :

SHEEL INTERNATIONAL LIMITED

Regd. Office S-237, Greater Kailash Part-II,
New Delhi - 110 048

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21st
ANNUAL REPORT
2010-2011



SHEEL INTERNATIONAL LIMITED



Company Information:

BOARD OF DIRECTORS	Sh. S. N Chandak Sh. Ram Avtar Sh. M.C. Das
COMPLIANCE OFFICER	Sh. Sudhir Chauhan
STATUTORY AUDITOR	Manoj Sangeeta & Associates Chartered Accountants UG-11, 109, A-212 C Tirupati Plaza, Street No-I, Shakarpur, New Delhi-110092
REGISTERED OFFICE	S-237, Greater Kailash Part-II, New Delhi-110048 Ph-011-32228087 Email Id: sheel102@gmail.com Web: www.sheelinternational.com

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