SHEEL INTERNATIONAL LIMITED

Regd.Add: RZ-1484/28, G.F, Tughlakabad Ext. New Delhi-110019
Tel:011-65699900, email: sheel102@gmail.com; Web:-www.sheelinternational.com

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Form A

Covering Letter Of The Annual Report For The Year Ended 31st March 2015

1.	Name of the Company	Sheel international Ltd
2.	Type of Financial Statement for the Year ended	31st March, 2015
3.	Type of Audit observation	Un-Qualified
4.	Frequency of observation	N.A
5.	Signature ➢ Executive Director/WTD ➢ Chairman of The Audit Committee ➢ Auditor of the Company	For Sheel International Ltd Nitin Maheshwari Whole Time Director ========== For Sheel International Limited Rahul Kumar Chairman, Audit Committee ========== For Manoj Sangeeta & Associates Manoj Kumar Partner M.No-098161

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Form B

Covering for the Annual Report for the year ended 31st march 2015

1	Name of the Company	Sheel international Ltd
2	Annual Financial Statement for the year ended	31st march 2015
3	Type of audit Qualification	1. According to the information and explanation given to us there was no transaction taken place during party during the year with any other party covered under section 189 of the Company act 2013. 2. Company has not having any internal audit system 3. The company has accumulated losses Rs. 5,87,73,839 at the end of the F/year 2014-15 and its losses are more than 50% of its networth, but it has not incurred cash losses during the immediately preceding financial year.
4	Frequency of Qualification	N.A
5.	Draw Attention to relevant notes in the annual report financial and management response to the Qualification in the Director report	In view of a accumulated loss in the year under review, no dividend is being declared by the Board. Name of the Company is proposed to be change from Sheel International Limited to SC Agrotech Limited subject to the approval of the ROC , New Delhi.
X 5	Signature ➢ Executive Director/WTD ➢ Chairman of The Audit Committee ➢ Auditor of the Company	For Sheel International Ltd Nitin Maheshwari Whole Time Director ========== For Sheel International Limited Rahul Kumar Chairman, Audit Committee ========== For Manoj Sangeeta & Associates Manoj Kumar Partner M.No-098161

25th
Annual Report
2014-15

SHEEL INTERNATIONAL LIMITED

Company Information:

Board of Directors	*: Sh. Nitin Maheshwari-*	*Executive Director*
	: Sh. Madan Chander Das	*Non-executive Director*
	: Sh. Rahul Kumar	*Director*
	: Sh. Mahesh Chandra Acharya	*Independent Director*
	: Ms. Nayadita Sharma	*Woman Director*

Compliance Officer *: Sh. Sudhir Chauhan*

Statutory Auditor *: M/s Manoj Sangeeta & Associates*
Chartered Accountant
405, 4th floor siddharth building, 96
Nehru place, new delhi-110019

Regd. Address *: RZ-1484/28, Ground Floor, Tughlakabad Ext. New Delhi-110019*

Contact Details *Email id: sheel102@gmail.com, Ph: 011-32228087,*

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NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of **SHEEL INTERNATIONAL LIMITED** will be held on Tuesday , 29th day of September, 2015 at Community Hall, Pracheen Shiv Mandir, Jallan Muhalla, Tughlakabad , 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 on 31st March, 2015 and Statement of Profit &Loss A/c for the year ended 31st March 2015 on that date together with reports of the Directors and Auditors thereon.

2. To appoint a Director in place of Sh. Nitin Maheshwari, (DIN -03459767) who retires by rotation and being eligible offers himself for reappointment.

3. . To re-appointment of Statutory Auditors M/s. Manoj Sangeeta & Associates, a firm of Chartered accountant , New Delhi 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.

SPECIAL BUSINESS:

4. Appointment of Mr. Mahesh Chandra Acharya as an Independent director:

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Pursuant to the provision of Section 149, 152 and other applicable provision if any of the Company Act, 2013 as amended from time to time Mr. Mahesh Chandra Acharya (DIN -05330042), has been appointment as independent Director of the Company for the period of 5 years w.e.f 20th December, 2014 up 19th December , 2019."

5. Appointment of Ms. Nayadita Sharma as Woman Director.:

To Considered and if fit to pass with or without modification, if any, the following resolution as an Ordinary Resolution.

"RESOLVED THAT FURTHUR T HAT that pursuant to the provisions of Section 149(1) and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Nayadita Sharma (DIN : 07156814), be and is hereby appointed as Additional Director in the Category of Women Director with effect from 01/04/2015.

6. To sale of Portion of Land to repay its liabilities

To Considered and if fit to pass with or without modification, if any, the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment or re-enactment made there of and subject to the approval of shareholders in Annual general meeting, consent of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to sell, lease or otherwise dispose off the portion of the land to repay its dues/Liabilities on such terms and conditions at such time(s) and in such form and manner as deemed fit by the Board.

7. To Change Name of the Company

"RESOLVED THAT pursuant to section 16(2) of the Company Act, 2013 and other applicable provision if any of the Company Act, and subject to the approval of the Registrar of the Companies Delhi & Haryana, New Delhi and Consent of the members may be and is hereby accorded to the Board of Director to change name of the Company as recommended by the Board and approved by ROC.

RESOLVED FURTHER THAT Clause I the Memorandum of Association & Article of Association of the Company be and is hereby changed as amended with the new name as proposed , approved and adopted subject to the approved by the Board of director"

Registered Office :
RZ-1484/28,GF,,
Tughalakabad Ext.
New Delhi-110019
Date:25.05.15

By Order of the Board of Directors
For Sheel International Ltd.

sd/-
Nitin Maheshwari
(Executive Director)

NOTES:-

1. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy top attend and vote instead of him/.herself. The proxy need not a member. The instrument appointing proxy should however be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.*
   A person can act as proxy on behalf of members not exceeding fifty(50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
2. *An explanatory statement pursuant to Section 102 of the Companies act 2013 in respect to item No. 4 to 7 of the Notice is annexed hereto.*
3. *Corporate members intending to send authorized representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.*
4. *The Register of Member and Share Transfer Books of the Company will remain closed from the 22nd day of September, 2015 to 29th day of September, 2015(both days inclusive).*
5. *Members/ proxies should bring the admission slip duly filed in attending the Meeting along with their copy of the report and financial statement.*
6. *Shareholders seeking any information with regard to accounts requested to write to the Company at least ten days in advance so as to enable the Company to keep the Information ready.*
7. *All documents referred to in the aacompying notice and explanatory statement will be kept open for inspection at the Registered office of Company on all working days between 10.00 am to 4:30 P.M upto the date 25th Annual General Meeting.*
8. *The Company has entered into agreement with national Securities Depository Ltd (NSDL) and Central Depository Service (India) Ltd. (CDSL) for the dematerialization of securities. The Shareholder can have their shares dematerlised through depositories.*
   (Members desiring to have their share in dematerlised from may send their share certificate through their depository participants, to the Registrar & Share Transfer Agent of the Company M/s Skyline Financial Services Pvt. Ltd D-153/A, 1st floor Okhla Industrial Area, Phase-1, New Delhi-110020 Tel No. 011-26812682,83).
9. *Individual member holding Shares in physical form on their own behalf singly or jointly can maker nomination for their holding. The nomination form will be made available on request. The members holding shares in dematerialized form may contact their depository Participants for recording of the nomination for their holding.*
   Members Holding Shares in the same (S) under different folio(s) are requested to apply for consolidation of such folios by sending relevant share certificates.
10. *Members holding the shares in physical form are requested to notify immediately the change of their address and bank particular to the R& T Agent of the Company. In case shares held in dematerlized form, the information regarding change of Address and Bank particular should be given to their respective Depository Participant.*
11. *The Ministry Corporate Affairs(MCA) Has Taken a 'Green Initiative in the Corporate Governance" by Allowing paperless compliance by the Companies vide Circular dated 21st April 2011. Accordingly the Service of documents made through electronic mode will be deemed as sufficient compliance for the purpose of section 20 of the Companies Act 2013.*

12. *To support the Green Initiative of the Government, it is proposed to send all shareholders communications including Notices, Annual Reports and other communications through Email. For above purpose, we request you to send Email confirmation to our Registrar & Transfer Agent(RTA) mentioning your name, DP/customer ID of Folio number and your Email id or communication also inform any Change in the Email Addresses.*

13. ***Remote e-voting Facility***

I. ***In*** *Compliance with provision of section 108 of the Company Act, 2013, Rule 20 of the Companies (Management and Administration) Rule, 2014 as substituted by the Company management administration) Amendment Rule, 2015 (Amended Rue 2015) and clause 35B of the Listing Agreement, the Companies is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the 25th Annual General Meeting(AGM) by electronic means and the business may be transacted through E-voting Services. The Facility of casting the votes by the members using an electronic voting system form a place than value of the AGM("remote e-voting) will be provided by National Securities Depository Limited(NSDL).*

II. *The facility for voting through ballot paper shall be made available at the AGM and the member attending who have not cast their vote by remote E-voting shall be able to exercise their right at the meeting through ballot paper.*

III. *The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.*

IV. *The remote e-voting period commences on 25th September, 2015(10.00 AM) and ends on 28th September 2015(5.00pm). During this period members of the Company, holding shares either in physical form in dematerlized form, as on the cut-off date of 22th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.*

V. *The process and manner for remote e-voting are as under:*

A. *In case a Member receives an email from NSDL(for member whose email IDs are registered with the Company/ DepositryParticipant(S):*

(i). Launch internet browser by typing the following: https://www.evoting.nsdl.com
(ii) Click on Shareholder –Login
(iii) Put user ID and Password as initial password/ PIN noted in step (i) above .Click login.
(iv) Password change menu appears . Change the password/Pin with The new password of your choice with minimum 8 digit / Characters or combination thereof. Note new password . It is strongly recommended not to share your password with any other person and take almost care to keep your password confidential.
(V) Home page of remote e-voting opens. Click on remote e-voting:Active Voting Cycles.
(vii) Select "REVEN'' of sheel international ltd.
(Vii) Now you are ready for remote e-voting as Cast vote Page opens.
(ix) cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(xi) *Institutional share holder (i.e. other than Individual, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant Board Resolution /Authority letter etc .together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sheelscrutinzer@gmail.com or with a copy marked to e-voting @nsdl.co.in*

A. *In case member receives physical copy of the Notice of AGM (for member whose email IDs are not registered with company Depository Participants(s) or requesting copy]:*

(i) Initial Password is provided s below/at the bottom of the Attendance Slip or the AGM:

REVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN:

(ii) *Please follow all steps from SI.No. (ii) to SI.No. (xii) Above, to cast vote.*

VI. In case of any queries, you may refer the frequently Asked Questions(FAQs) for members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com

VII. If you are ready registered with NSDL for remote e-voting then you can use your existing user ID and password /PIN for casting your vote.

VIII. You can also update your mobile number and email id in the user profile details of the folio may be used for sending future communication.

IX. The Voting rights of the members shall be in proportion of their shares of the paid up equity shares capital of the Company as on the cut-off date 22th September, 2015

X. Any person , who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut off date i.e 22th September 2015 may obtain the login ID and password by sending a request at e-voting @nsdl.co.in.however, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password for casting your vote. If you forgot your password, you can reset you password by using " forgot user details /Password" option available on www.nsdl.com.

XI. A person whose name is recorded in the registered of members or in the register of beneficial owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of E voting as well as voting at the AGM through ballot paper.

XII. M/s. Sanjiv Nigam and associate, a Practicing Company Secretary (Member ship No- 23593 & COP No8458) has been appointed as the scrutinizer of the Voting and remote e-voting process in a fair and transparent manner.

XIII. The Scrutinizer shall after the conclusion of voting at the AGM will first count the voting cast votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the total votes cast in favour or against , if any , to the Chairman or person authorised by him in writing, who shall countersign the same and declare the result of the Voting forthwith.

All documents referred to in the accompanying Notice and the Explanatory Statement Shall be open for inspection at the registered office of the Company during normal Business hours on all working days expect Sunday, up to and including the date of the Annual general Meeting of the Company.

Registered Office :
RZ-1484/28, G.F,
Tughalakabad Ext.
New Delhi-110019
DATED : 25.05.2015

By Order of the Board of Directors
For Sheel International Ltd.

sd/-

Nitin Maheshwari
Executive Director

EXPLANATORY STATEMENT

The Following Explanatory Statement pursuant to Section 102 of the Company Act, 2013("Act) set all material Facts relating to the Business mention at Item No, 4 & 5 of the accompanying notice:

Item No 4 :

In pursuant of Clause 49 of the Listing agreement with the Stock Exchange Appointed Sh. Mahesh Chandra Acharya appointed as Independent Director under the provision of Section 149(4) which has come in to force with effect from 1st April 2014 every listed company is required to have at least one third of total number of Director of the Company as Independent Director and further section 149(10) of the Company Act, 2013 provides that an Independent Director shall hold office for the term up to five Consecutive years on the Board of the Company who is not liable to retire by rotation pursuant to Section 149(13) of the Company Act, 2013 read with the Section 152 of the Company Act, 2013. Mr. Mahesh Chandra Acharya they have shown their interest to appointed as additional Director in the capacity of Independent Director under the prescribed and recommended for your approval for regularize as Independent Director in the board at this ensuring AGM from the period w.e.f 20th December, 2014 with the term of five years.

The Board recommended the resolution for you approval.
Non of the Director is interested in said resolution.

Item No 5 :

In pursuant of Clause 49(II) (A) (1 of the Listing Agreement , Appointment of a Woman Director is compulsory in the board of the Every Listed Company. With preview of this Clause Ms. Nayadita Sharma showing their interest to appoint as Additional Director in the Capacity of Woman Director in Company. Further recommended for your approval for regularize as Woman Director in the Board at this ensuring Annual General Meeting from the Period of 1st April 2015.

The Board recommended the resolution for you approval.

Non of the Director is interested in said resolution.

Item No 6:

As the member are aware that the existing manufacturing unit were closed since 1998, and no other production is being carried on at its Current Unit, hence board has decided to sale of its portion of the land to repay its exiting dues which is payable to others and also plan to purchase the land in other location to start the business in the field of agriculture /horticulture with motive to get the turnover of the company may increase. The above resolution is recommended for your approval for passing this resolution at this ensuring Annual General Meeting.

The Board recommended the resolution for you approval.

Non of the Director is interested in said resolution.

Item No 7:

The Existing name of the Company M/s Sheel International Ltd is being used since incorporation with its main object to carry on the business in dairy sector i.e Manufacturer & Sale dairy whitener, milk powder skimmed milk, Deshi Ghee etc. But the plant of the Company had been closed since 1998-99 and there is less chance to start the dairy plant located in Aurangabad, Buland Shahar, U.P. Since the Agriculture Biotechnologies, Horticulture is growing area as current policy of Govt, of the India like Swach Bharat Abhiyan etc emphasis on promotion of agriculture and biotechnology sector. It required less investment and high return. Management facing financial crises from last several years . Management decided to change the name of the Company commensurate with Biotechnologies & Agriculture activities hence the resolution.

The Board recommended the resolution for you approval.

Non of the Director is interested in said resolution.

This notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

DIRECTOR'S REPORT

TO THE MEMBERS
Sheel International Limited.

Your Directors have Pleasure in Presenting the 25th Annual Report together with audited statement of accounts for the year ended 31st March, 2015.

Financial Performance:-

(Amount in Rs.)

particulars	Pending 31.03.2015	As on 31.03.2014
Income		
Revenue from operations (gross)	14694840.00	117500.00
Other Income	5415347.00	4167098.00
Total Revenue	20110187.00	4284598.00
Expenses		
Employee benefits expense	2154047.00	1201200.00
Depreciation and amortization expenses	144995.00	448961.00
Other expenses	1539741.00	2102715.80
Total Expenses	19808410.00	3752876.80
Profit (loss) before exceptional and extraordinary items and tax	**301777.00**	**531721.20**
Exceptional Items	---	---
Profit/ (loss) before tax	**301777.00**	**531721.20**
Less: Tax Exp.	**84030.00**	**101,319.00**
Less: Deferred Tax	**9219.00**	**1,129,109.00**
Profit & Loss for the year	**208528.00**	**(698706.80)**

OPERATIONS AND FUTURE PLANS :

The operations for the year under review show Profit before tax of Rs. 3.01 Lacs.

The Operation of plant of the company has been stopped since 1998 due to scarcity of fund. The future planning under review to diversify its business in trading of agriculture and horticulture sector and also board has proposed its name of the company.

TRADEMARK-BILONA

Since the Production of the company has been stopped in the year 1998, BILONA is the most popular brand which is still holding more demand in market. Management has decided to lease out this Trade mark to someone else. M/s Annu Milk Product Limited, who is major supplier of the Dairy product , like Pure Ghee and skimmed Milk and other dairy product in the market. On July, 2013 the Brand of BILONA has been assigned by the company by way of assignment deed for the period of three years w.e.f July, 2013 to July 2016 .

DIVIDEND :

In view of the past track of the financial of the company huge loss suffered due to plant is not in operation, in the current year the operating profit after tax is Rs. 2.08 Lacs, no dividend is being declared by the Board in the current year.

CHANGE IN NAME:

Board has been decided to change the name of the company from ***SHEEL INTERNATIONAL LTD to SC AGROTECH LTD.*** *The resolution for effecting change in name of the company is placed before the member at the ensuring Annual General Meeting. There has been no change in management and business operations of the Company.The object of the company remain unchanged.*

Share Capital:

There is no change in the Authorised Share Capital and paid up Share Capital of the Company during the previous year.

DIRECTORS :

In pursuant to Article 89 (2) of the Article of Association of the Company and read with Section 152 of the Company Act, 2013 Mr. Rahul Kumar, retire by rotation at the ensuring Annual General Meeting and being eligible offer themselves for re-appointment. The board recommended their appointment.

In Pursuant to the Provision of Section 149 & 152 and all other applicable provisions of the Company Act, 2013 Sh. Mahesh Chandra Acharya (DIN 03474801) has been appointed as an Independent Director of the Company for the period of Five year W.e.f 20.12.2014 up to 19.12.2019, and shall not be liable to retire by rotation.

Sh. Rishabh Bhutra who has been retired from the Position of Directorship of the Company W.e.f 20th December, 2014

In pursuant to the provisions of Section 149(1) and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Miss Nayadita Sharma (DIN : 07156814), be and is hereby appointed as Director in the Category of Women Director with effect from 01/04/2015.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors responsibility statement pursuant to section 134 (5) of the Companies Act, 2013 is annexed there to

Your Directors have pleasure to State:

i) That in the preparation of the annual accounts for the financial year ended 31st March 2014 the applicable accounting standards has been followed along with proper explanations if any 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, 2013 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.

v) That the Director , in the case of a Listed Company, had laid down the Internal Financial control to be followed by the Company and that such internal Financial Controls are adequate and were operating effectively.

vi) That the Director had advised proper system to ensure compliance with the provision of all applicable law that such system was adequate and operating effectively.

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 73 of the Companies Act, 2013, 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 134 (3) (m) of the Company Act, 2013 are annexed hereto and forming part of the report.

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 our shareholder are requested to demat your equity and use normal trading 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 164(1) of the Companies Act, 2013. Your Director has made necessary disclosure as required under various provision of the company Act, 2013 and clause 49 of the Listing Agreement.

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
For Sheel International Limited

Date:25.05.2015
Place: New Delhi

sd/-	sd/-
Nitin Maheshwari	***Rahul Kumar***
Executive Director	***Director***

ANNEXURE TO THE DIRECTOR'S REPORT

Information Under Section 134 (3) (m) of the Company Act, 2013 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 2015.

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 1998.
2. RESEARCH AND DEVELOPMENT AND TECHNOLOGY ABSORPTION
The operation of the Company has been suspended since 1998 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.

Annexure - A

CORPORATE GOVERNANCE:

For the year ended 31st March , 2015

COMPANY'S PHILSOPHY ON CODE OF GOVERNANCE:

Sheel International Limited aims at ensuring high ethical standards in all areas of fair corporate governance and compliance to the statutory body. The Company has not started its production in its main stream due to plant is not in operation since long time further management has diversify its business in the Agriculture / horticulture 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. Further 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.

During FY 2014-15, Six(6) Board Meetings were held. The details of Directors, their attendance at Board Meetings and at the previous Annual General Meeting of the Company are, given below:

Date of Board Meeting held: 24.05.2014, 20.06.2014, 14.08.2014, 14.11.2014, 20.12.2014,13.02.2015 and the gap of the Two board meeting is not more that four month.

Name of Director	DIN	Category	Board Meeting (Attend)	Whether presented in the Previous AGM held on 30.09.14
Nitin Maheshwari	03459767	Executive Director / WTD	6	Y
Rahul Kumar	05326975	No Executive Director	6	Y
Rishabh Bhutra	03624597	Independent Director	6	Y
M.C Das	01614950	Independent Director	5	N

The Composition and Category of Director as on 31.03.2015 is as follows.

Name of Director	***Designation***		***Category***
Sh. Nitin Maheshwari	*Executive Director*		*Whole Time Director*
Sh. Madan Chandra Das	*Director*		*Independent , Non Executive*
Sh. Rishabh Bhutra	*Director*	*Resigned on 20.12.2014*	
Sh. Rahul Kumar	*Director*		*Non Executive Director*
Sh. Mahesh Chandra Acharya	*Director*	*Appointed on 20.12.2014*	*Independent Director*
Sh. Nayadita Sharma	*Proposed Woman director*	*Appointed w.e.f 01.04.2015*	*Woman 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.

Name of the Director	Category of the Director	No. of other Directorship (*)	No. of Board meetings Attended	Attendance at Last AGM
Sh. Rishabh Bhutra Sh. Nitin Maheshwari Sh. M. C Das Sh. Rahul Kumar	Ind. Director Ex, Director Independent , Non Executive No Executive Director	Nil Nil Nil Nil	6 6 6 5	30th September, 2014 30th September, 2014 ……..Nil…….. 30th September, 2014

*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.

*Ms. Nayadita Sharma has been proposed to be appointed as Woman Director in the Board of the Company.

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 four. 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 30.06.14, 30.09.2014, 31.12.2014, & 31.03.2015.

The constitution of the Audit Committee the attendance of each member of the Committee for the financial year 2014-2015 is given below:-

Name of the Members	Designation	No. of Meeting	Attendance
Sh. M.C Das	Director	4	4
Sh. Rahul Kumar	Director	4	4
Sh. Sudhir Chauhan	Compliance Officer	4	4
Nitin Maheshwari	Executive Director/WTD	4	4

REMUNERATION COMMITTEE:

Board has constituted Remuneration committee in the year 2014-15 and at present no one director is drawing remuneration from the Company except their sitting fees.

SHARE HOLDERS GRIEVANCE/ SHARE TRANSFER COMMITTEE:

The Board of Director of the Company have constituted a Shareholders /Investor Grievance Committee Comprising of Sh. Madan Chandra Das, Sh. Rahul Kumar , Sh. Nitin Maheshwari & Sh. Sudhir Chauhan (Compliance officer) who have met on 30. 06.2014, 29.09.2014, 31.12.2014, & 31.03.2015. As on 31st March 2015, 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 complaints 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 2014-15 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	*Nil*
Complaints redressed out of the above	*Nil*
Pending Complaints received as on 31.03.2015	*Nil*

OTHER DETAILS/INFORMATIONS

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

Year Ended	*Venue*	*Date*	*Time*
31.03.2012	*Community Hall, Pracheen Shiv Mandir, Jallan Muhalla,Tughlakabad Village, New Delhi– 110044*	*30.09.2012*	*11:00AM*
31.03.2013	*Community Hall, Pracheen Shiv Mandir, Jallan Muhalla,Tughlakabad Village, New Delhi– 110044*	*29.09.2013*	*11:00AM*
31.03.2014	*Community Hall, Pracheen Shiv Mandir, Jallan Muhalla,Tughlakabad Village, New Delhi– 110044*	*30.09.2014*	*11:00AM*

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	*29.09.2015*	*11:00AM*

Financial year ending :- *31.03.2015.*
Book closure date*: - 22th September 2015 to 29th Septmber,2015 (both the days inclusive)*
Listing on stock exchanges. Bombay Stock Exchange & Delhi Stock Exchange
Other Information:

Share holdings of Directors (name)	*No. of Shares*
Sh. Nitin Maheshwari	*100*
Sh. Rahul Kumar	*100*

a) Director retiring by rotation / reappointment: Sh. Rahul Kumar
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, , Shyana Road Buland Shahar, Uttar Pradesh
f) Address for correspondence; Regd Office:RZ-1484/28, Ground floor, Tughlakabad Ext. New Delhi-110019
E-mail id of the Company: info@sheelinternational.com Email 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 :31.03.2015-

NOMINAL VALUE OF EACH SHARE/UNIT : RS. 10							
SHARE OR HOLDING	SHARE/DEBENTURE HOLDERS NUMBERS	%TO TOTAL NUMBER	SHARE PHYSICAL	NSDL	CDSL	SHARES	TOTAL %AGE
UP TO 500	18345	95.83	2286800.00	554424.00	31904.00	2374128.00	39.60
501 1000	533	2.78	426200.00	22110.00	10540.00	458850.00	7.65
1001 2000	167	0.87	229100.00	22384.00	12030.00	263514.00	4.40
2001 3000	42	0.22	90900.00	11500.00	4400.00	106800.00	1.78
3001 4000	18	0.09	53400.00	4800.00	0.00	64700.00	1.08
4001 5000	16	0.08	70500.00	4800.00	0. 00	75300.00	1.26
5001 10000	8	0.04	38100.00	12850.00	0.00	50950.00	0.85
10001 & ABOVE	14	0.08	38800.00	2300595.00	261158.00	2600553.00	43.38
	19143	*100.00*	*3233800.00*	*24411680.00*	*320032.00*	*5995000.00*	*100.00*

Share price movements:

The Trading of equity shares of the company under the Trade to Trade category and traded at Bombay Stock Exchange only. 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 31.03.2015

Category	*No of Share Holders*	*No. of shares*	*% of equity*	*Physical*	*Dematerialization*
Promoter Group					
Individual	*7*	*2198060*	*36.66%*	*Nil*	*2193466*
Body Corporate	*3*	*150900*	*2.52 %*	*Nil*	*150900*
Total : A	*10*	*2348960*	*39.18%*	*Nil*	*2348960 (39.11%)*
Public Holding					
Institutional	*1*	*100*	*Nil*	*100*	*Nil*
Non –Institutional	*Nil*	*Nil*	*Nil*	*Nil*	*Nil*
Body Corporate	*41*	*21530*	*0.36 %*	*19200*	*2330*
Individuals	*19087*	*3621331*	*60.41%*	*3214500*	*406831*
Hindu Undivided family	*6*	*3079*	*0.05%*	*Nil*	*3079*
Clearing Member	*0*	*0*	*0.00%*	*Nil*	*0*
Total: B (%)	*19135*	*3646040*	*60.82%*	*3301800 (55.08 %)*	*348634 (5.81 %)*
Total A + B	*19143*	*5995000*	*100.00 %*	*3233800 (53.94%)*	*2761200 (46.06%)*

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 CERTIFICARTE 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 2015 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 as 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

Place: New Delhi
Date: 25.05.2015

Sd/-
Manoj Kumar
Membership No.098161

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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, 2015 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 Sanjiv Nigam & Associates
Practicing Company Secretaries
Sd/-
Sanjiv Nigam
Company Secretary-
M.No-23593
CP No. 8458

EXTRACT OF ANNUAL RETURN (MGT-9)
As on the financial year on 31.03.2015
{ Pursuant to section 92(3) of the Companies act, 2013 and rule 12(1) of the companies (Management and Administration) Rule, 2014}

1. Registration and Other Details:

1)	CIN	L01122DL1990PLC042207
2)	Registration Date	28/11/1990
3)	Name of The company	Sheel International Ltd
4)	Category/Sub-Category of the Company	Company Limited by Shares/Non Government Company
5)	Address of the Registered office and contact Details	Rz-1484/28, Ground Floor, Tughlakabad Ext, New Delhi-110019
6)	Whether listed company Yes/No	Yes
7)	Name, Address and contact Details of Register and Transfer Agent, If any	Skyline Financial Services Ltd D-153/A, 1st floor, Okhla Industrial Area, Phase-1, New Delhi-110020 Ph No. 011-26812682

II. Principal Business Activities of The Company

All the Business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S.No	Name and Description of Main Products/Services	NIC code of the Product/Service	% to total turnover of the company
1.	Trading of Agriculture Product	N.A	

III. Particular of Holding Subsidiary and Associate Companies:-

S.No	Name of The address of The Company	CIN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
Nil	Nil	Nil	Nil	Nil	Nil

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share holding

Category code	Category of Shareholder	Number of Shares held at the beginning of the year				Number of Shares held at the end of the year				
		Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	% Change During the year
(A)	Shareholding of Promoter and Promoter Group[2]									
1	Indian									
(a)	Individuals/ Hindu Undivided Family	2193466	0	2193466	36.59	2198060	0	2198060	36.66	-0.08
(b)	Central Government/ State Government(s)		0	0	0.00		0	0	0.00	0.00
(c)	Bodies Corporate	150900	0	150900	2.52	150900	0	150900	2.52	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total(A)(1)	2344366	0	2344366	39.11	2348960	0	2348960	39.18	-0.08
2	Foreign		0		0.00		0		0.00	0.00
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
b	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
c	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
d	Any Others(Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total(A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	2344366	0	2344366	39.11	2348960	0	2348960	39.18	-0.08

(B)	Public shareholding		0		0.00		0		0.00	0.00
1	Institutions		0		0.00		0		0.00	0.00
(a)	Mutual Funds/ UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions / Banks	0	100	100	0.00	0	100	100	0.00	0.00
(c)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (B)(1)	0	100	100	0.00	0	100	100	0.00	0.00
			0		0.00		0		0.00	0.00
B 2	Non-institutions		0		0.00		0		0.00	0.00
(a)	Bodies Corporate	731	20800	21531	0.36	2330	19200	21530	0.36	0.00
(b)	Individuals		0		0.00		0		0.00	0.00
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	132053	3242100	3374153	56.28	190038	3175700	3365738	56.14	0.14
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	212545	38800	251345	4.19	216793	38800	255593	4.26	-0.07
(c)	Any Other (specify)(N.R.I (Repat & Non Rept)	200	0	200	0.00	0	0	0	0.00	0.00
(c-i)	Hindu Undivided Family	2900	0	2900	0.05	3079	0	3079	0.05	0.00
(c-ii)	Clearing Member	405		405	0.01		0		0.00	0.01
	Sub-Total (B)(2)	348834	3301700	3650534	60.89	412240	3233700	3645940	60.82	0.08
									0.00	0.00
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	348834	3301800	3650634	60.89	412240	3233800	3646040	60.82	0.08
			0		0.00		0		0.00	0.00
	TOTAL (A)+(B)	2693200	3301800	5995000	100.00	2761200	3233800	5995000	100.00	0.00
			0		0.00		0		0.00	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued		0		0.00		0		0.00	0.00
1	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
2	Public	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (C)	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	2693200	3301800	5995000	100	2761200	3233800	5995000	100	0.00

(ii) Share holding of Promoters

Sl No.	Shareholders Name	Shareholding at the begginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged	NO of shares	% of total shares	% of shares pledged	
1	Sanjay Chandak	112962	1.88	0	114562	1.91	0	0.03
2	S N Chandak HUF	38404	0.64	0	38998	0.65	0	0.01
3	Sumeet Chandak	79800	1.33	0	79800	1.33	0	-
4	Sheela Maheshwari	648980	10.83	0	648980	10.83	0	-
5	Satya Naryan chandak	1313320	21.91	0	1315720	21.95	0	0.04
6	Vitro Biotechnologies Ltd	46900	0.78	0	46900	0.78	0	-
7	jayshee Investments Ltd	4000	0.07	0	4000	0.07	0	-
8	Sheel Biotech Ltd	100000	1.67	0	100000	1.67	0	-
	Total	2344366	39.11	0	2348960	39.18	0	0.08

(iii) Change In promoter's Shareholding(please specify, if there is no change)- Not Applicable-

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	N.A			
	At the end of the year				

(iv) Share holding pattern of top ten share holders(other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No		Shareholding at the end of the year		Share holding at the end of the year	
	For Each of the Top 10 Shareholders	No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Alka Jindal	124610	2.08	128558	2.14
2	Vimal jindal	52800	0.88	52800	0.88
3	Sunita Chandak	19235	0.32	19235	0.32
4	Rishabh Bhutra	15900	0.27	15900	0.27
5	Rajendra kumar chaudhary	14500	0.24	14500	0.24
6	Nisar Mahim Kar	13200	0.22	13200	0.22
7	Bipin DhirajLal Goda	11100	0.19	11100	0.19
8	Shirley Coelho	8000	0.13	8000	0.13
9	V.H Patel	7600	0.13	7600	0.13
10	Harvinder kaur	6100	0.10	0	-

(v) Share holding of Director and key Managerial Personnel:

Sl. No		Shareholding at the end of the year		Share holding at the end of the year	
	For Each of the Directors & KMP	No.of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Rahul Kumar- Director	100	0.00	100	0.00
2	Nitin Maheshwari-Executive Director	100	0.00	100	0.00

(vi) Indebtness (Rs In lakhs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year	Nil			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
Additions				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

(vii) ***Remuneration of Director and KMP:***

A. Remuneration to Managing Director, Whole time Director and/or Manager:

Sl.No	Particulars of Remuneration		Name of the MD/WTD/Manager	Total Amount
1	Gross salary		NIL	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.			
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock option			
3	Sweat Equity			
4	Commission -as % of profit			
	-others (specify)			
5	Others, please specify			
	Total (A)			
	Ceiling as per the Act			

B. Remuneration to other Directors:

Sl.No	Particulars of Remuneration	Name of the Directors		Total Amount	
1	Independent Directors	Mr Mahesh Chandra Acarya			
	(a) Fee for attending board committee meetings	3000	-	-	3000
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	3000	-	-	3000
2	Other Non Executive Directors	-	-	-	-
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify.	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	3000	-	-	3000
	Total Managerial Remuneration	-	-	-	-
	Overall Cieling as per the Act.	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration		Key Managerial Personnel			Total
1	Gross Salary		CEO	Compliance Officer	Total	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.					
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission					
	as % of profit					
	others, specify					
5	Others, please specify					
	Total					

(Vii) . Penalties/Punishment/Compounding of offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeall made if any (give details)
A. COMPANY	NIL				
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Annexure- B

Management Discussion And Analysis

Over all review, Industry Structure and Development:

The Company is not in operation since 1998 due to scarcity of the fund and the manufacturing process is not being started therefore management has decided to diversify the business opportunity in other sector i.e agriculture, horticulture etc sector which gives better opportunity where some value and synergies could be perceived.

Trade Mark BILONA has been transferred/lease out to some other body corporate during the previous years for the period of three years.

At present BILONA trade mark is being used by M/s Shree Anu Milk product Ltd, for supplying the Dairy product like Pure ghee, Milk and other dairy product.

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

At present Company looks forewarned the opportunity in the Agriculture/ Horticulture sector and diversify its main object to other than Dairy sector We are planning for diversification of our activity in Agriculture Sector.

Internal control System:

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

Human relations

We are in dairy industry therefore confidence of pubic with regards to the product is growing day to day but diversification in agriculture sector will strengthen human relation directly or Indirectly effect the Farmers interest/ and growth in social environment.

Financial Performance with respect to Operational Performance as on 31.03.2015 *(Amount in Rs.)*

particulars	Pending 31.03.2015	As on 31.03.2014
Income		
Revenue from operations (gross)	14694840.00	117500.00
Other Income	5415347.00	4167098.00
Total Revenue	20110187.00	4284598.00
Expenses		
Employee benefits expense	2154047.00	1201200.00
Depreciation and amortization expenses	144995.00	448961.00
Other expenses	1539741.00	2102715.80
Total Expenses	19808410.00	3752876.80
Profit (loss) before exceptional and extraordinary items and tax	**301777.00**	**531721.20**
Exceptional Items	---	---
Profit/ (loss) before tax	**301777.00**	**531721.20**
Less: Tax Exp.	**84030.00**	**101,319.00**
Less: Deferred Tax	**9219.00**	**1,129,109.00**
Profit & Loss for the year	**208528.00**	**(698706.80)**

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 2015, and certifies 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 ***For Sheel International Limited***
Date : 25.05.2015 ***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 31.03.2015.

Place : New Delhi ***For Sheel International Limited***
Date : 25.05.2015 ***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, 2015, 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.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting standards Notified under Companies Act, 1956 read with General Circular 15/2013 dated 13.09.2013 of the Ministry of Corporate affairs in respect of Section 153 of the Companies Act, 2013. This responsibility includes the design implementation and maintenance of internal Control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material statements whether due to fraud and error.

AUDITOR'S RESPONSIBILITY

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:

1. *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;*
2. *In our opinion, proper books of account, as required by law, have been kept by the Company so far as it appears from our examination of these books;*
3. *The attached Balance Sheet and Profit& Loss Account are in agreement with the books of account;*

4. *In our opinion, the Profit & Loss Account and Balance Sheet comply, in all material respects, with the Accounting Standards Notified Under Companies Act, 1956 read with general circular 15/2013 dated 13.09.2013 of the Ministry of corporate affairs Section 133 of the companies Act, 2013*
5. *On the basis of the confirmation received from the directors, and taken on record by the Board of Directors we report that none of the directors is disqualified as on 31st March, 2014 from being appointed as director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956*
6. *In our opinion and best of our information and according to the explanations given to us, the said accounts together with the schedule and read with the notes thereon give the information as required by the Companies Act, 1956 I the manner as required by the said Act and give a true and fair view:*

A) *In case of Balance Sheet company at 31st March, 2015*
B) *In the case of Profit & Loss Account Profit of the Company for the year ended on that date.*
C) *In the case of CASH FLOW STATEMENT of the Company for the year ended on that date.*

FOR MANOJ SANGEETA & ASSOCIATES
Chartered Accountant

Place: New Delhi
Date: 25/05/2015

Sd/-
Manoj Kumar
Partner,
M. No -098161
Place: New Delhi

Annexure to the Auditor's Report

Annexure to the auditors' report of even date to the members of M/s. SHEEL INTERNATIONAL LIMITED on the financial statements for the year ended March 31, 2015.

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 is maintaining proper records showing full particulars quantitative details and situation of fixed assets.*
b) The Company's programme of physical verification of all its fixed assets over a period of 2 years, is in our opinion, reasonable having regard to the size of the Company and the nature of its fixed assets. As informed, no material discrepancies were noticed on such verification.

ii) *a) Physical verification of inventory has been conducted by management at regular interval but at the end of the financial year, the company has no inventory.*

b) The procedure of physical verification of inventory followed by the management are reasonable adequate in relation to the size of the company and nature of business.

c) Company is maintaining proper records of inventory and no such discrepancy has been noticed.

iii) *a) There are no any companies which need to be covered in the register maintained under section 189 of the Act, to which the Company has granted loans, hence clause (a) (b) area 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 fixed assets and for the sale of services. During the course of our audit, no major weakness has been noticed in the internal controls system.*

(v) *The directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 and other relevant provisions of the Act and the rules framed there under, to the extent applicable, have been compiled with by the company. We are informed by the management that no order has been passed by the company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.*

(vi) *To the best of our knowledge, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 14B of the Companies Act, 2013 by the Company.*

(vii) *a. The Company is regular in depositing the undisputed statutory dues including provident fund, investor education fund, employees, state Insurance, Income-tax, Sales-tax, wealth tax, service-tax, custom duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities. No undisputed amounts payable in respect of Income-tax, wealth-tax, service-tax, sales-tax, customs duty and excise duty were outstanding, at the year end for a period of more than six months from the date they became payable*

B. there are no amounts due in respect of sales tax, income tax, Custom duty, wealth tax, service tax, excise duty.
c. There is no amount that needs to be required to be transferred to investor education and protection fund in accordance with relevant provision of the Company Act, 1956.

(viii) *The Company has accumulated loss Rs. 5,87,73,839/- at the end of the financial year 2014-15 and its losses are more than 50 % of its net worth, but it has not incurred cash losses during the immediately preceding financial year.*

(ix) *The Company has not any loan from financial institutions and banks of or debenture holder during the years, s that clause is not applicable.*

(x) *The Company has given guarantee to Jayshee Investments Private Limited for Loan taken by Jayshee and others from Bank or Financial Institutions, the term and condition were of in our opinion are not applicable to the Company.*

(xi) *In our Opinion and according to the explanation provided to us, no term loan has been taken, accordingly the Clause is not applicable.*

(xii) *No fraud on or by the Company has been noticed of reported during the year.*

FOR MANOJ SANGEETA & ASSOCIATES
Chartered Accountant
sd-
Manoj Kumar
(Chartered Accountant)
Membership No. 098161
New Delhi

SHEEL INTERNATIONAL LIMITED
RZ-1484/28, GROUND FLOOR, TUGHLAKABAD EXTN. NEW DELHI- 110019.
BALANCE SHEET AS AT 31.03.2015
(All amount are in indian Rupees unless otherwise stated)

	Note	As at 31 March 2015	As at 31 March 2014
EQUITY & LIABILITIES			
Shareholder's Funds			
Share Capital	1	59,950,000.00	59,950,000.00
Reserves & Surplus	2	(58,773,839.88)	(58,982,367.88)
		1,176,160.12	967,632.12
Share Application Money Pending Allotment	3	-	-
Non-Current Liabilities			
Long-Term Borrowings	4	3,324,315.00	3,324,315.00
Deferred Tax Liabilities (Net)	5	1,138,328.00	1,129,109.00
Other Long Term Liabilities	6	1,000,000.00	1,000,000.00
Long Term Provisions	7	-	-
Current Liabilities			
Short Term Borrowing	4	-	-
Trade Payables	8	2,994,363.00	1,350,366.00
Other Current Liabilities	6	167,600.80	239,013.80
Short-term Provisions	7	84,030.00	101,319.00
Total		9,884,796.92	8,111,754.92
ASSETS			
Non-Current Assets			
Fixed assets			
Tangible Assets	9	6,929,652.00	7,069,647.00
Intangible Assets	9	40,000.00	45,000.00
Non-Current Investment	10	800,000.00	-
Long-Term Loans and Advances	11	370,000.00	370,000.00
Other -non current assets	12	-	-
Current Assets			
Current Investments	10	-	-
Inventories	13	-	-
Trade Receivables	14	613,718.00	45,522.00
Cash and Bank Balances	15	121,030.92	52,010.92
Short-Term Loans and Advances	11	1,010,396.00	529,575.00
Other current assets	12	-	-
Total		9,884,796.92	8,111,754.92
Significant Accounting Policies	24	0.00	-
Contingent Liabilities, Capital and other commitments	25		

The accompanying notes are an integral part of the Balance sheet.

As per our report of even date attached herewith

For MANOJ SANGEETA & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration no. 021873N

MANOJ KUMAR
PARTNER
Membership No.: 098161
Place : New Delhi
Date : 25.05.2015

For SHEEL INTERNATIONAL LIMITED

sd/-
NITIN MAHESHWARI
DIRECTOR

sd/-
RAHUL KUMAR
DIRECTOR

SHEEL INTERNATIONAL LIMITED

RZ-1484/28, GROUND FLOOR, TUGHLAKABAD EXTN. NEW DELHI- 110019.

Statement of Profit & Loss Account for the year ended 31 March 2015

(All amount are in indian Rupees unless otherwise stated)

	Note	As at 31 March 2015	As at 31 March 2014
INCOME			
Revenue from Operations	16	14,694,840.00	117,500.00
Other Income	17	5,415,347.00	4,167,098.00
Total Revenue		20,110,187.00	4,284,598.00
EXPENSES:			
Purchase	18	15,967,224.00	0.00
Changes in Inventory of Finished Goods/ Stock in Trade	19	**0.00**	0.00
Employee Benefit Expenses	20	2,154,047.00	1,201,200.00
Finance Costs	21	2,403.00	1,471.00
Depreciation & Amortization Expenses	22	144,995.00	448,961.00
Other Expenses	23	1,539,741.00	2,101,244.80
Total Expenses		19,808,410.00	3,752,876.80
Profit before Tax		301,777.00	531,721.20
Tax Expenses			
(a) Current tax		84,030.00	101,319.00
(b) Earlier Years		-	-
(c) Mat Credit Entitlement		-	-
(d) Deferred tax		**9,219.00**	**1,129,109.00**
Profit & Loss for the year		208,528.00	(698,706.80)
Significant Accounting Policies	24		

The Accompanying notes are an integral part of the Profit & Loss Account.

As per our report of even date attached herewith

For MANOJ SANGEETA & ASSOCIATES **For**

CHARTERED ACCOUNTANTS

Registration no. 021873N

sd/- sd/-

NITIN MAHESHWARI **RAHUL KUMAR**

MANOJ KUMAR DIRECTOR DIRECTOR

PARTNER

Membership No.: 098161

Place : New Delhi

Date : 25.05.2015

SHEEL INTERNATIONAL LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 March 2015

(in Rs.) (in Rs.)

	Particulars	Schedule	For the year ended 31.03.2015		For the year ended 31.03.2014	
			Amt(In Rs)	Amt(In Rs)	Amt(In Rs)	Amt(In Rs)
	CASH FLOW FROM OPERATING ACTIVITIES:					
	PROFIT AS PER PROFIT AND LOSS ACCOUNT			301,777.00		531,721.20
	Adjustment for :					
	Depreciation Provided in Books of Accounts		144,995.00		448,961.00	
	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		(1,736.00)		(117,098.00)	
	Dividend Income		-		-	
	Rental Income		(13,611.00)		-	
	Franchisee Fee		(5,400,000.00)		(4,050,000.00)	
	Bad debts		-		-	
	Preliminery Expenses Written Off		-		-	
	Profit on Sale of Assets		-		-	
	Provision/Liabilities Written Back		(84,030.00)	(5,354,382.00)		(3,718,137.00)
	PROFIT BEFORE WORKING CAPITAL CHANGES			**(5,052,605.00)**		**(3,186,415.80)**
	Adjustments for :					
	Decrease in Sundry Debtors/(increase in Sundry Debtors)		(568,196.00)		454,478.00	
	Other Current Liabilities		(88,702.00)			
	Increase in inventories		-		-	
	Increase in Trade Payables/(Decrease in Trade payables)		1,643,997.00	987,099.00	(380,957.20)	73,520.80
	CASH GENERATED FROM OPERATIONS			(4,065,506.00)		(3,112,895.00)
	Income Tax Provided			-		-
A	**NET CASH FLOW FROM OPERATING ACTIVITIES**			**(4,065,506.00)**		**(3,112,895.00)**
	CASH FLOW FROM INVESTING ACTIVITIES					
	Loans and Advances		(480,821.00)		(455,058.00)	
	(Purchase)/Sale of Fixed Asset**				(50,000.00)	
	Investment made During the Year		(800,000.00)			
	Proceeds from Sale of Investment					
	Interest Income					
	Franchisee Fee		5,400,000.00			
	Rental Income		13,611.00		4,050,000.00	
	Dividend Received					
				4,132,790.00		3,544,942.00
B	**NET CASH INFLOW IN INVESTING ACTIVITIES**			**4,132,790.00**		**3,544,942.00**
	CASH FLOW FROM FINANCING ACTIVITIES					
	Interest and finance Charges(Paid)/recieved		1,736.00		117,098.00	
	(Repayment)/ Proceeds From secured Loan					
	(Repayment)/ Proceeds From Unsecured Loan		-		(620,000.00)	
	increase in share Application					
	Security premium received			1,736.00		(502,902.00)
C	**NET CASH USED IN FINANCING ACTIVITIES**			**1,736.00**		**(502,902.00)**
	Net Increase/Decrease in Cash Equivalents during the year(A+B+C)			**69,020.00**		**(70,855.00)**
	Cash and Cash Equivalents at the Beginning of Year			52,010.92		122,865.92
	Cash and Cash Equivalents at the End of Year			**121,030.92**		**52,010.92**

Schedule I and IX form an Integral Part of Cash flow Statement

As Per our Report of even date

For MANOJ SANGEETA & ASSOCIATES
CHARTERED ACCOUNTANTS
Registration no. 021873N

MANOJ KUMAR
PARTNER
Membership No.: 098161
Place : New Delhi
Date : 25.05.2015

For and On Behalf of the board

sd/- sd/-
NITIN MAHESHWARI RAHUL KUMAR
DIRECTOR DIRECTOR

SHEEL INTERNATIONAL LIMITED

Notes to the financial statements for the year ended 31 March 2015

	As at 31 March 2015	As at 31 March 2014
The previous year figures have been regrouped / reclassified wherever necessary		
1 SHARE CAPITAL		
Authorised		
65,00,000 (Previous year 65,00,000)Equity Shares of Rs. 10/- each	65,000,000.00	65,000,000.00
50,000 (Previous year 50,000)Commulative preference Shares of Rs. 100/- each	5,000,000.00	5,000,000.00
Issued, Subscribed and fully paidup		
59,95,000(Previous year 59,95,000) Equity Shares of Rs. 10/- each	59,950,000.00	59,950,000.00
	59,950,000.00	59,950,000.00

1. Reconciliation of Equity Shares

	As at 31 March 2015		As at 31 March 2014	
	No of shares	Amount	No of shares	Amount
At the beginning of the year	5,995,000	59,950,000.00	5,995,000	59,950,000.00
Issued during the year		-		-
At the end of the year	5,995,000	59,950,000.00	5,995,000	59,950,000.00

2. Right, Preferences and restrictions attached to shares

Equity Shares: The company has only one class of equity shares having a par value of 10 Per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of directors is subject to the approval of the shareholder in the ensuing Annual General Meeting, except in the case of interim dividend. In the event of liquidation, the equity shareholders are elegible the receive the remaining assets of the company after distribution of all preference amounts, in proportion to their shareholdings.

3. Shareholder's holding more than 5% of Equity shares at the end of the year

Name of the shareholders	**As at 31 March 2015**		**As at 31 March 2014**	
	No of shares	**%**	**No of shares**	**%**
S.N.Chandak	1,315,720	21.95%	1,303,720	21.75%
Sheela Maheswari	648,980	10.83%	644,480	10.75%

4.Aggregate number of shares allotted as fully paid up pursuant to contracts without payment being received in cash during 5 years

Particulars	As at 31 March 2015		As at 31 March 2014	
	No of shares	%	No of shares	%
No. of equity shares issued in the last 5 years under any scheme	**NIL**	**NIL**	**NIL**	**NIL**

6.Aggregate number of shares bought back during 5 years immediately preceding March, 2015

Particulars	As at 31 March 2015		As at 31 March 2014	
	No of shares	%	No of shares	%
No. of Shares bought back by the company	**NIL**		**NIL**	

2 RESERVES & SURPLUS

Capital Reserve		
As per last account	-	
Less: Transferred during the year	-	-
	-	-
Security Premium		

Profit and Loss account				
As per last account		(58,982,367.88)		(58,283,661.08)
Add : Profit/(Loss) for the year		208,528.00	(58,773,839.88)	(698,706.80)
			(58,773,839.88)	(58,982,367.88)
			(58,773,839.88)	(58,982,367.88)
3 SHARE APPLICATION MONEY PENDING ALLOTMENT			-	-
			-	-
4 BORROWINGS	**Long Term**		**Short Term**	
	As at 31 March 2015	**As at 31 March 2014**	**As at 31 March 2015**	**As at 31 March 2014**
Secured				
From Bank	-	-	-	-
From Related parties	-	-	-	-
From Director	-	-	-	-
From Other	-	-	-	-
Unsecured				
From Bank	-	-	-	-
From Related Parties	3,324,315.00	3,324,315.00	-	-
From Director	-	-	-	-
From Other	-	-	-	-
	3,324,315	3,324,315	-	-
5 DEFERRED TAX LIABILITIES (NET)				
Liability			1,138,328.00	1,129,109.00
Other				
			1,138,328.00	1,129,109.00
6 OTHER LIABILITIES				
Trade payable	-	-	-	37,700.00
Other	-	-	-	-
Duites & Taxes	-	-	2,797.00	8,180.00
Advances received from debtors	-	-	-	-
Secutity received	1.000.000.00	1.000.000.00	-	-
Expense Payable	-	-	164,803.80	193,133.80
	1,000,000.00	1,000,000.00	167,600.80	239,013.80
7 PROVISION				
Income Tax	-	-	84,030.00	101,319.00
Employee Benefit	-	-	-	-
	-	-	84,030.00	101,319.00
8 TRADE PAYABLES				
Micro, Small & Medium Enterprises(refer note)			-	-
Others			2,994,363.00	1,350,366.00
			2,994,363.00	1,350,366.00

DUES TO MICRO AND SMALL ENTERPRISES

Disclosures of payable to vendors as defined under the Micro, Small and Medium Enterprises Development Act, 2006 is based on the information available with the company regarding the status of registration of such vendors under the said act, as per the intimation received from them on requests made by the company. There are no overdue principle amounts/ interests payable amount for delayed payments to such vendors at the Balance Sheet Date. There are no delays in payments made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in

LIABILITY UNDER SECTION 205 C OF THE COMPANIES
ACT

There are no amounts due for payment to the Investor Education and Protection fund as the year end.

10 INVESTMENT	Long Term		Short Term	
	As at 31 March 2015	As at 31 March 2014	As at 31 March 2015	As at 31 March 2014
QUOTED				
NON QUOTED	800,000.00			
	800,000	-	-	-

	Long Term		Short term	
11 LOAN AND ADVANCES				
Capital Advances	-	-	-	-
Deposits				
Security deposits to related parties	-	-	-	-
Security deposits to others	370,000	370,000	-	-
Loan to related party	-	-	-	-
Other Loan & Advances				
Advances to other	-	-	-	-
Advances to employees	-	-	-	-
Advances to Suppliers	-	-	-	-
Balance with statutory/ government authoritie	-	-	1,010,396	529,575
Prepaid expenses	-	-	-	-
	370,000	370,000	1,010,396	529,575
12 OTHER CURRENT ASSETS				
Preliminary Expense				
Miscellanous Expense				
Other Assets				
	-	-	-	-
13 INVENTORIES				
Raw Material			-	-
Finished Goods			-	-
Work in Progress			-	-
Stores, Consumables and Packing Materials			-	-
Others			-	-
			-	-
14 TRADE RECEIVABLES				
Considered Good				
Outstanding not exceeding more than six months			613,718.00	-
Others				
CONSIDERED DOUBTFUL				
Dues standing more than six months			-	45,522.00
Less: Provision if any for doubtful Debts				
			613,718.00	45,522.00
15 CASH AND BANK BALANCES				
Cash			48,781.00	33,889.00
Balance with Banks				
in current accounts			72,249.92	18,121.92
Term deposits with original maturity of less than three months				
			121,030.92	52,010.92

16 REVENUE FROM OPERATIONS		
Revenue from Trading/ Mfg.	14,694,840.00	117,500.00
Revenue from Services provided	-	-
	14,694,840.00	117,500.00
17 OTHER INCOME		
Interest Received	1,736.00	-
Other non operating income	-	117,098.00
Franchisee Fee	5,400,000.00	4,050,000.00
Rent	**13,611.00**	-
	5,415,347.00	4,167,098.00
18 PURCHASE	15,967,224.00	-
19 CHANGES IN INVENTORY OF FINISHED GOODS/ STOCK IN TRADE	-	-
20 EMPLOYEE BENEFIT EXPENSES		
Salaries & Wages	2,104,847.00	1,201,200.00
Staff Welfare	49,200.00	
	2,154,047.00	1,201,200.00
21 FINANCE COSTS		
Bank Charges	2,403.00	1,471.00
	2,403.00	1,471.00
22 DEPRECIATION & AMORTIZATION EXPENSES		
Tangible Assets	144,995.00	448,961.00
Preliminary Expense		-
	144,995.00	448,961.00
23 OTHER EXPENSES		
Advertisement Expenses	6,400.00	-
Audit fee	18,540.00	16,854.00
Business Promotion expenses	181,400.00	101,500.00
Consultancy expenses	25,000.00	37,700.00
Conveyance Expenses	50,515.00	40,130.00
Fee Rates & Taxes	14,260.00	95,580.00
Filing Fee	6,046.00	1,710.00
Freight & Cartage Inward	133,000.00	96,500.00
Listing Fee	162,922.00	73,034.00
Loading & Unloading Exp	10,000.00	5,000.00
Misc Expenses writeoff	1,300.00	-
Office Expenses	59,944.00	6,100.00
Plant Hardening cost	81,305.00	73,610.00
Postage, Stamps & Courier	81,645.00	11,250.00
Printing & Stationery	64,730.00	106,150.00
Professional Charges	333,717.00	672,190.00
Rent	153,667.00	60,000.00
Repair & Maintenance-Building & Machinery	103,137.00	536,640.00
Telephone Expenses	19,597.00	14,626.80
Tour & Travelling Expenses	32,616.00	152,670.00
	1,539,741.00	2,101,244.80
EARNING PER SHARE		
Earning per share has been computed as under:-		-
Net Profit available to shareholders	217,747.00	430,402.20
weighted average number of equity shares	1,466,250	1,466,250
EPS (face value 10/- per share)	0.15	0.29
weighted average number of equity shares inluding dilutive	1,466,250	1,466,250
Diluted EPS (face value 10/- per share)	0.15	0.29

SHEEL INTERNATIONAL LIMITED
RZ-1484/28, GROUND FLOOR, TUGHLAKABAD EXTN. NEW DELHI- 110019.
SCHEDULE II of FIXED ASSET
FINANCIAL YEAR 2014-15

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as on 01.04.2014	Additions durring the year	SALE ADJ	Cost as on 31.03.2015	UP TO 01.04.2014	For the year	Adj. During year	UPTO 31.03.2015	As on 31.03.2015	As on 31.03.2014
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	9,384,610.00	139,995.00	-	9,524,605.00	4,990,350.00	5,130,345.00
Plant and Machinery	9,361,254.00	-	-	9,361,254.00	8,899,888.00	-	-	8,899,888.00	461,366.00	461,366.00
Intangible Assets										
Trade Mark	50,000.00		-	50,000.00	5,000.00	5,000.00	-	10,000.00	40,000.00	45,000.00
Total	25,404,145.00	-	-	25,404,145.00	18,289,498.00	144,995.00	-	18,434,493.00	6,969,652.00	7,114,647.00
Previous Year Figuers	25,354,145.00			25,354,145.00	17,396,576.00	448,961.00	-	17,840,537.00	7,513,608.00	7,957,569.00

SHEEL INTERNATIONAL LIMITED

s/d s/d
Director Director

COMPANY INFORMATION

Sheel International Limited (the company) is a limited company domiciled in India. Company had been incorporated in 28.11.1990 and listed in Delhi Stock Exchange and Bombay Stock Exchange. Nature of business of company is growing & harvesting of plant and trading of plant.

SUMMARY OF SIGNIFICIANT ACCOUNTING POLICIES

24 **2.1 Basis of preparation**

The Financial statements has been prepared under historical cost conventions from books of accounts maintained on accural basis (unless otherwise stated hereinafter) in confirmity with accounting principles generally accepted in India and comply with the Accounting Standard issued by the ICAI and referred to SEction 129 & 133 of the Companies Act, 2013 of India. The Accounting Policies applied by the company are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non- current as per the Company's normal operating cycle and other criteria set out as Act and guidelines. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/ non-current classification of assets and liabilities.

2.2 Revenue Recognition

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred the buyer as per the terms of the contract, the Company retains no effective control of the goods transferred to a degree usually associated with ownership and no significant uncertainity exists regarding the amount of the consideration that will be derived from the sale of goods. Sales are recognised net of trade discounts, rebates, sales taxes and excise duties (on goods manufactured and outsourced).

Other income has been accounted on due basis.

2.3 Expenditure

Expenses are accounted on accrual basis.

2.4 Tangible Assets & Depreciation

Tangible assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Depreciation is provided on a pro-rata basis on the straight line method over the estimated useful lives of the assets or at the rates prescribed under Schedule II to the Companies Act, 2013 Accordingly.

Asset class	Useful Life
Factory Building RCC Frame	60 Years
Office Building	30 Years
Plant & Machinery	15 Years

2.5 Intangible assets

Intangible assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Basically the expenditure on trade mark has been identified as value of intangible goods and does not represent the cost of this assets. so that the expenses incurred on regn and other administrative expenses has been depreciated at 1/10 basis to spread the cost among 10 years and

Asset class	Useful Life
Trade Mark	10 years

2.6 Impairment

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit.No such impairment is indicated in the balance sheet and neither such reflection has been arised.

2.7 Trade recievables and Loans and advances

Trade receivables and Loans and advances are stated as cost and no such doubtful debts has been indicated by the management and neither such provision is required to made this year.

2.8 Provisions and Contingent Liabilities

Provisions are recognised when there is a present obligation as a result of a past event. It is probable that an outflow of resources embodying economis benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are not discounted to its present value.These are reviewed at each year end date and adjusted to reflect the best current estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

2.9 Retirement/ post retirement benefits

Defined contribution plans

The company has the employee less than statutory limit as per prescribed by various statutory acts and no contribution to ESI or PF has been made during the year and no provision of any other fund has been created during the year.

2.10Deferred Tax Provisions

Tax expense for the year comprises current tax and deferred tax.

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities using the applicable tax rates and tax laws.

Deferred tax is recognised for all the timing differences. Subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainity that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward lossed, all deferred tax assets are recognised only if there is virtual certainity supported by convincing evidence that they can be realised against future taxable profits. The carrying amount of deferred tax assets is reviewed at each balance sheet date for any write down or reversal, as considered appropriate.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.11 Foreign currency translations

No foreign currency transactions has been made during the year and there is no outflow or inlfow of foreign currency.

2.12 Cash and cash equivalents

In the cash flow statement, cash and cash equivalent include cash in hand, term deposits with banks and other short term highly liquid investments with original maturities of three months or less.

2.13 Earning Per Share

Basic Earning per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events.such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding without a corresponding change in resources. For the purpose of calculating diluted earning per share, the net profit for the period attributatable to equity sshareholders and weighted average number of shares outstanding during the period is

2.14 Use of Estimates

The preparation of the financial statements in confirmity with the gernerally accepted accounting principles requires that the management makes estimates and assumptions that effect the reported amounts of assets and liabiities, disclosures of contingent liabilities as at the date of financial statements, and the reporting amounts of revenue and expenses during the reported period. Actual results could differ from those estimates.

DISCLOURE PERTAINS TO CLAUSE 32 OF THE EQUITY LISTING AGREEMENT

(I) Loans and advances in the nature of loans to subsidiaries

The company has no subsidiary companies, hence not appliable

(II) investment by the loanees in the shares of the company

NIL

RELATED PARTY DISCLOSURES

S.No	Name of Company/Person	Nature of Relationship	Date of Appointment
1	NAYADITA SHARMA	ADDITIONAL WOMAN DIRECTOR	01.04.2015
2	MAHESH CHANDRA ACHARYA	INDEPENDENT DIRECTOR	20.12.2014
3	MADAN CHANDRA DAS	DIRECTOR	20.08.2001
4	NITIN MAHESHWARI	WHOLE TIME DIRECTOR	18.08.2011
5	RAHUL KUMAR	DIRECTOR	25.06.2012

SEGEMENT REPORTING

The company is doing only similar activities and hence no segment reporting is seperately disclosed.

Disclosure of Related Party Transaction as required by Accounting Standard -18

Nature of Relationship	Relation	Amount outstanding	
		Previous Year	Current Year

Amounts paid to Auditors as fee, expenses or otherwise for

a)	Audit fee(with service tax)	18,540.00	16,854.00
b)	Fee for other certificates	5,618.00	7,867.00

25.CONTINGENT LIABILITIES

	As on 31.03.2015	As on 31.03.2014
Claims against the company not acknlowedge as debts		
Income Tax matters		
Sales Tax Matters		
Other court matters		
Charge created on Assets by Jayshee investment Private Limited-12.10.2011	30,000,000.00	30,000,000.00

AUDITOR CERTIFICATE:

We have verified the attached Balance sheet and Cash Flow Statement of the Sheel International Ltd derived from the Audited Financial Statement for the year ended 31sth March, 2015 and found the sale to be drawn accordance attached with this annual report.

For Manoj Sangeeta & Associates
Chartered Accountant
Sd/-
Manoj Kumar
Chartered Accountant
M.No 098161

SHEEL INTERNATIONAL LIMITED
CIN no- L01122DL1990PLC042207
Regd. Address RZ-1484/28, G.F, Tughlakabad Ext. New Delhi-110019
Web:www.sheelinternational.com, Ph:011-32228087, Fax: 011-29993450
Email: Sheel102@gmail.com

Folio No./DP/ID NO……. **No. of Shares Held:……**

Mr./Mrs/Miss…….
I hereby record my presence at the 25TH ANNUAL GENERAL MEETING of the Company at to be held on Tuesday , 29th September, 2015 at Community Hall, Pracheen Shiv Mandir, Jallan Muhalla,Tughlakabad Village, New Delhi– 110044 at 11:00 AM

Electronic Voting particular

EVEN(E-VOTING EVENT NO.)	USER ID	PASSWORD/PIN

==========*X X X X*==========

FORM NO. MGT-11

PROXY FORM

{Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014}

CIN: L01122DL1990PLC042207
Name of the Company **: SHEEL INTERNATIONAL LTD**
Registered office: ***RZ-1484/28, G.F, Tughlakabad Ext. New Delhi-110019***

Name of the Member(s):
Register address:
E-mail id:
Folio No/DP ID-Client ID No.

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

(1).Name_____
Address_____
E-mail Id: _____ Signature _____ _____or failing him

(2).Name_____
Address_____
E-mail Id: _____ Signature _____ _____or failing him

(3).Name_____
Address_____
E-mail Id: _____ Signature _____

As my/our proxy to attend and vote(on poll(for me/us and on my/our behalf of the Annual general meeting of the company to be held on Tuesday , 29th September, 2015 at Community Hall, Pracheen Shiv Mandir, Jallan Muhalla,Tughlakabad Village, New Delhi– 110044 at 11:00 AM and at any adjournment therof in respect of such resolution as are indicated below:
Resolution Nos.

Ordinary Business
1. Adoption of Account and reports
2. Appointment of Director retiring by Rotation
3. Appointment of Statutory Auditors

Special Business
4. Appointment of Independent director
5. Appointment of Woman Director
6. To sale of portion of Land to repay its liabilities
7. To Change Name of the company

Signed this……day of……2015
Signature of Shareholder
Signature of Proxy holder(S)

AFFIX Revenue Stamp

POST

If Undelivered Please Return to:
M/s Sheel International Limited
:-Regd. Address: RZ-1484/28, Ground floor, Tughlakabad Ext.
New Delhi-110019