

NOTICE

Notice is hereby given that Annual General Meeting of Shubh Poultries Limited will be held at Registered Office of the Company situated at SCO 1104-05, Sector 22B, Chandigarh - 160022, on Friday 28th September, 2012 at 11.00 A.M., to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Kewal Krishan Goyal, who retires by rotation & being eligible offered himself for re-appointment.
3. To appoint Auditor to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

By Order of the Board
For Shubh Poultries Limited
Sd/-
Bharat Bhushan Goyal
Executive Director

Place: Chandigarh
Date: 24th July, 2012.

NOTES:

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
2. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
3. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
4. All Documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday /Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2012 to 28th September, 2012 (Both Days Inclusive) for the purpose of the Annual General Meeting.
6. Members are requested to notify immediately any change in their addresses to the Company to address any future communication at their correct address.
7. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
8. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
9. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
10. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B.
11. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode.
12. Electronic copy of the Annual Report for 2012 is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2012 is being sent in the permitted mode.
13. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2012 will also be available on the Company's website www.shubhpoultresltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: shubhpoultaries1996@gmail.com is requested to support this green initiative by registering / updating their e-mail addresses.

Place: Chandigarh
Date: 24th July, 2012.

By Order of the Board
For Shubh Poultries Limited
Sd/-
Bharat Bhushan Goyal
Executive Director

DIRECTOR'S REPORT

Your Directors are pleased to present their Annual Report on the Business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2012.

Financial Results

The financial performance of your Company for the year ended March 31, 2012 is summarized below: (Rupees in Lacs)

<u>Particulars</u>	<u>2011-2012</u>	<u>2010-2011</u>
Sales	0.29	0.28
Other Income	0.00	0.00
Total Income	0.29	0.28
Total Expenses	0.56	0.56
Profit/(Loss)	(0.27)	(0.28)
(-) Finance Cost	0.00	0.00
Profit/(Loss) Before Tax	(0.27)	(0.28)
Tax	0.00	0.00
(-) Current Tax	0.00	0.00
(+) Deferred Tax	0.00	0.00
Net Profit After Tax	(0.27)	(0.28)

Review of Operations:

The Company has not carried out any business activities during the year, on account of non-availability of funds. The Company has earned an income of Rs. 0.29 Lacs (previous year Rs. 0.28) the Company has incurred a loss of Rs. 0.27 Lacs (previous year loss was Rs. 0.28 lacs).

Future Outlook:

The Company is exploring various business ventures which require nominal investment.

The Company is also trying to venture into profitable activities during the year, so as to have maximized return of its capital & is trying to better cost control.

Dividend:

The Board of Directors does not recommend any Dividend for the year under review.

Subsidiary Companies:

The Company does not have any subsidiary Company within the meaning of section 4 of the Companies Act, 1956. Thus the Company is not required to furnish a statement pursuant to the provisions of Section 212 of the Companies Act, 1956.

Acceptance of Fixed Deposits:

The Company has not accepted any Fixed Deposits from general public within the purview of Section 58A, of the Companies Act, 1956, during the year under review.

Directors:

Mr. Kewal Krishan Goyal, Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting & being eligible has offered himself for re-appointment.

Auditors:

The Statutory Auditors, M/s. Hemant C Parikh & Co., had been appointed to hold office until the conclusion of the ensuing Annual General Meeting; however he is also eligible for re-appointment

and his willingness for re-appointment have been intimated to the Company well in advance. Further he has also confirmed that he is not disqualified for re-appointment within the meaning of Section 224(IB) of the Companies Act, 1956.

The members are therefore requested to appoint M/s. Hemant C Parikh & Co., Chartered Accountants as auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting.

Auditors Report:

The observations and comments furnished by the Auditors in their report read together with the notes to Accounts are self-explanatory and hence do not call for any further comments under Section 217 of the Companies Act, 1956.

Directors Responsibility Statement:

In accordance with the requirement of Section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company confirms:

- (i) In the preparation of the annual accounts for the financial year ended 31st March, 2012 the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) That the Directors have 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 of the profit and loss of the Company for the year ended 31st March, 2012.
- (iii) That the Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities. And that the Directors have prepared the Annual Accounts on a going concern basis.
- (iv) That the Directors have prepared the Annual Accounts on a going concern basis.
- (v) That the development & implementation of a risk management policy for the company including identification therein of element of risk, if any, which in the opinion of the Board may threaten the existence of the Company.
- (vi) There are no material changes & commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate & the date of the report.
- (vii) That there no contracts or arrangement with related parties referred to in sub-section (1) of section 188.

Corporate Governance:

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate Chapter on Corporate Governance practices followed by the Company together with a Certificate from the Auditor confirming compliance forms a part of this Report.

Executive Director's Certificate:

A Certificate from the Executive Director in respect of the Financial Statements forms part of the Annual Report.

Management Discussion and Analysis Report:

Management Discussion and Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

Conservation Of Energy, Technology Absorptions and Foreign Exchange Earnings and Outgo:

The information relating to the conservation of energy, technology absorption foreign exchange earnings and outgo under provisions of 217(1)(e) of the Companies Act, 1956 is not applicable to the Company, considering the nature of its business activities. Further the Company has not earned nor spends foreign exchange during the year under review.

Particulars of Employees:

None of the employees of the Company is in receipt of remuneration prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975. Thus furnishing of particulars under the Companies (Particulars of Employees) Rules 1975 does not arise.

Acknowledgement:

Yours Directors take this opportunity to thank the Financial Institutions, Banks, Business Associates, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company and look forward to their continued support in future.

We very warmly thank all of our employees for their contribution to your Company's performance. We applaud them for their superior levels of competence, dedication and commitment to your Company.

Place: Chandigarh
Date: 24th July, 2012.

By Order of the Board
For Shubh Poultries Limited
Sd/-
Bharat Bhushan Goyal
Executive Director

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2012.

The management discussion and analysis have been included in consonance with the code of corporate governance as approved by The Securities and Exchange Board of India (SEBI).

Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinion or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

Overview

The growth in global economy during 2011-2012 was affected due to impact of high oil prices and certain other commodity prices, the spillover from the Japanese natural disasters and monetary tightening in the Emerging Market Economies (EMEs) to contain inflationary pressures. The global market was also disturbed by perceptions of inadequate solutions to the Euro zone sovereign debt problem, exposure of banks to Euro zone and renewed fears of recession. However, during the last quarter of 2011, the immediate financial market pressures in the Euro zone have been alleviated to some extent, by the European Central Bank (ECB) injecting liquidity of more than one trillion Euros through the two long term refinancing operations. Growth in the Euro zone, however, was negative in quarter IV. The Emerging and Developing Economies (EDEs) are showing signs of slowdown in growth. As a result, the global growth for 2012 and 2013 is expected to be lower than anticipated earlier.

Indian Economy has witnessed a disturbing turn of events. During the year under review, the Indian Economy recorded a growth of 6.9 percent as compared to 8.4 percent in previous year. Both foreign and domestic investors became jittery in the last few months owing to persistent inflation, fiscal deficits, and lack of meaningful reforms in the Indian economy and continued global uncertainty that lead to lower capital inflows. This has also resulted in sharp depreciation of rupee

against US dollar from a level of INR 43.94 per USD on 27th July, 2011 to an all-time low of INR 54.23 per USD on 15th December, 2011.

Rupee depreciation has also resulted in an increase in fuel prices as well as commodity prices. High volatility in Forex Market prompted RBI to take several measures for augmenting foreign exchange reserves and for curbing the speculation in foreign exchange.

Reserve Bank of India made adjustments 13 times in policy rates since March 2010 to control inflation and this led to an increase in lending rate for commercial borrowings and thus resulting in lower growth in the Indian Economy.

However in March 2012, Reserve Bank of India reduced the CRR from 5.5 percent to 4.75 percent to take care of structural liquidity deficit. Further on 17th April, 2012 Reserve Bank of India cut the repo rate by 50 bps to 8 percent with immediate effect, reverse repo rate, with a spread of 100 bps below repo rate adjusted to 7 percent. This decision to cut the rate was due to growth decelerating significantly to 6.1 percent in the 3rd quarter of the last year and also due to WPI inflation moderating to below 7 percent by March 2012.

REVIEW OF OPERATIONS

The Company has further extended its growth during the year under review even in the negative scenario like bad capital market condition, outflow of FIIs fund, lack of demand in case of software activities, fear of bad loan in Money market etc.

During the year, the Company registered a gross income of Rs. 0.29 Lac as compared to income of Rs. 0.28 Lac in previous financial year. PBIT and Net Profit Margin during the year remain at Rs. -0.27 Lac in comparison to last years' figure of Rs. -0.28 Lac.

BUSINESS SEGMENT

During the year, the Company was into the business of investment activities in Capital and Money Market as well as in the business of Infrastructure and Software trading as well in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

OPPORTUNITIES

Money markets exist to facilitate efficient transfer of short-term funds between holders and borrowers of cash assets. For the lender/investor, it provides a good return on their funds. For the borrower, it enables rapid and relatively inexpensive acquisition of cash to cover short-term liabilities. One of the primary functions of money market is to provide focal point for RBI's intervention for influencing liquidity and general levels of interest rates in the economy. RBI being

the main constituent in the money market aims at ensuring that liquidity and short term interest rates are consistent with the monetary policy objectives.

In Stock Market or Capital Market, the first and for most thing of strength is its ability to provide high return. SEBI is a regulatory body of Indian stock market which protects the interest of the investors which is an added benefit of Stock Market. Large number of securities which provides medium for investment and thus people can make money by way of investing in Stock Market. Large numbers of Brokers are there in Market who plays a role of facilitator for investment.

THREATS & CONCERNS

India may actually end up seeing off an opportunity as a threat. This would largely be driven by the country's weak ability to carry out plans in time due to its political and bureaucratic quality, which is increasingly being accepted as corrupt and inefficient.

Why we say that it would pass off the opportunity as a threat is because this may happen despite India having a top class think tank alive to possible solutions and various scenarios that may emerge.

The current recession does not appear as a purely economic one, and nor will the fallouts be restricted to economics alone. While factors that lead me to conclude this are many, one can quickly look at the maddening fluctuation in oil prices and try convincing them that this is truly economic demand and supply at work. I stand unconvinced.

This recession is a test of political leadership across the world and of the belief in a global economic order.

Unfortunately, performance on both these counts by India's politicians has been far from impressive. One can see it in the state of infrastructure, the delay in taking crucial action and the immediate raising of protective barriers when a global meltdown commenced.

However this can be handled by way of undertaking large private participation projects, Investment and regulate education with a twofold objective - Improve the quality of India's huge population presently in working age group and second undertake effective and radical reforms to ensure all children visit at least part time school, by way of Tax reforms that bring some order in central vs. state taxation. Cracking down on corruption, which is India's single most important threat. Empowering the Vigilance Commission and set up an executive body not answerable from the political framework (like the army / judiciary) with special windows with judiciary for time bound trials. Focus on ground level corruption initially to ensure public's respect for the law is reinforced first. It would also be more agreeable to the politicians, so there may be a chance that it happens.

RISK MANAGEMENT

We follow Enterprise Risk Management (ERM) tool designed to clarify the risk levels and encourage behavior throughout the Group. The process considers opportunities and threats to short and medium term objectives as defined. ERM ensures the coordination and development of risk management activities throughout all decision making levels and communicates all significant risks to the top level of management. The tool is designed to provide the risk score measures for each of the potential risk as well as its financial, reputational and operational impact by way of quarterly report. The report provides for categorization of risk into threat or opportunity and provides brief statement on its cause, impact, treatment, control measures, level of confidence in the controls, acceptability of identified risks, potential improvements, risk improvement plans critical success factors and target dates to control the risk. The risk assessment is done annually with quarterly updates. The process has been designed to deliver timely results.

The Company has aligned its policy on risk assessment in line with global approach and risk assessment reports are reviewed on regular intervals. The Company has adopted a focused approach towards risk management in the form of a corporate insurance program which has the goal of optimizing the financing of insurable risks by using a combination of risk retention and risk transfer. The program covers all potential risks relating to business operations of the Company at its various locations.

The Company's business critical software is operated on a server with regular maintenance and back-up of data and is connected to centralized computer center with two physically separated server parks operated by the Company. The system's parallel architecture overcomes failures and breakdowns. Reliable and permanently updated tools guard against virus attacks. The global communication network is managed centrally and is equipped to deal with failures and breakdowns. Updated tools are regularly loaded to ensure a virus free environment.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilization of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.

The Company has retained the services of independent firms of professionals to function as internal auditors and provide reports on various activities covering observations on adequacy of internal controls and their recommendations. Findings of internal audit reports and effectiveness of internal control measures are reviewed by top management and audit committee of the Board. During the year, internal audit team of Company performed audits of major operational areas of the Company

and carried out elaborate checks and verification and shared their findings with top management for remediation of minor gaps wherever required.

HUMAN RESOURCES

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2011-12, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

The Company believes that learning is an ongoing process. Towards this end, the Company has built a training infrastructure which seeks to upgrade skill levels across grades and functions through a combination of in-house and external programme.

CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The Company constantly strives to meet and exceed expectations in terms of the quality of its business and services. The Company commits itself to ethical and sustainable operation and development of all business activities according to responsible care and its own code of conduct. Corporate Social Responsibility is an integral part of the Company's philosophy and participates in activities in the area of education and health.

CAUTIONARY STATEMENT

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. 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.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the

Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes. New products and process launched during the year were subjected to scrutiny from the Compliance Standpoint and proposals of financial services were screened from risk control prospective.

CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, report on Corporate Governance is furnished herewith.

Company's Philosophy on Corporate Governance:

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our Employees are committed towards the protection of the interest of the Stakeholders viz. Shareholders, creditors, investors, clients etc. Our policies consistently undergo improvements keeping in mind our goal i.e. maximization of value of all the stakeholders. The Company reviews its Corporate Governance practices to ensure that they reflect the latest developments in the corporate arena & position it to the best Corporate Governance practices.

Board of Directors

The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

The Board has four members with an Executive Director. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Executive Director subject to supervisions and control of the Board.

The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large.

The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the company: www.shubhpoultresltd.com

All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the Board of Directors.

Composition of Board

As on the date of this report, the Board Strength consists of in all 4 directors. Out of them, 2 are Independent directors, 2 are Executive Non-Independent Director.

Further none of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Also necessary disclosures regarding Committee positions in other public Companies have been made to the Company by the Directors at regular intervals.

Meetings of the Board of Director during the Financial Year 2011-12, Five Board Meetings were held on the following dates:

- 22nd April, 2011
- 25th July, 2011
- 25th January, 2012
- 12th July, 2011
- 25th October, 2011

Details of the Board of Directors and External Directorships

Particulars of the Board's Composition, Directors' Attendance at Board Meetings and at the previous Annual General Meeting, number of other Directorships and Board-Committee memberships held as on 31 March 2012, are given below:

Sr. No.	Name of the Director, Designation and Category	Attendance of Board Meetings	Attendance at previous AGM	No. of other Directorships	Number of other Board Committee positions (@)	
					As Chairman	As Member
1	Bharat Bhushan Goyal	5	Yes	1	None	None
2	Kewal Krishan Goyal	5	Yes	1	None	None
3	Rahul Vijaykumar Prajapati	5	Yes	Nil	None	None
5	Pulkit Shah	5	Yes	Nil	None	None

Notes:

(*) includes directorships held in public limited Companies only.

(Directorships held in Private Companies, Foreign Companies and Companies registered under Section 25 of the Companies Act, 1956 are excluded.)

(@) includes only positions held in Audit Committee and Shareholders' / Investor Grievance Committee of the Board of Directors

COMMITTEES OF THE BOARD

The Board has constituted following Committees of Directors:

- Audit Committee,
- Remuneration Committee, and
- Shareholder's/Investors Grievance Committee.

Audit Committee

The Audit Committee consists of Two Independent Directors, One Executive Non-Independent Director. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The primary purpose of the Audit Committee is to assist the Board of Directors (the "Board") of Shubh Poultries Limited, (the "Company") in fulfilling its oversight responsibilities with respect to:

(a) the accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, any stock exchange and others,

- (b) the Company's compliances with legal and regulatory requirements,
- (c) the Company's independent auditors' qualification and independence,
- (d) the audit of the Company's financial statements, and the performance of the Company's internal audit function and its Independent Auditors.

Terms of Reference:

The role and terms of reference of Audit Committee covers areas mentioned under Clause 49 of the Listing Agreement and 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of Directors. All the Members of Audit Committee are qualified and having insight to interpret and understand financial statements. The brief terms of reference of the Audit Committee is outlined as under:

- To select and establish accounting policies.
- To recommend the Appointment and Removal of External Auditors/fixation of their fees.
- To review the adequacy of the Internal Control System.
- To review financial statements before submission to the Board of Directors.
- To review the adequacy of the Internal Audit function & reports, reporting structure coverage and frequency of internal audit.
- To review the findings of any internal investigations by the internal auditors and report the matter to the Board of Directors.
- To review the Company's financial and risk management policies.
- To review Statutory Auditors Report on the financial statements.
- To approve or modify, if any transactions of the Company with related parties.
- To scrutinize inter-corporate loans & investments.
- To do the valuation of undertakings or assets of the Company, wherever it is necessary.
- To evaluate internal financial controls & risk management systems.
- To monitor the end use of funds rose through public offers, if any & its related matters.

Meetings of the Committee:

The Committee met Five times during the financial year 2011-12 on i.e. 22nd April, 2011, 12th July, 2011, 25th July 2011, 25th October, 2011 & 25th January, 2012.

Constitution of the Committee:

The Composition of the Committee, together with the details of the attendance of each member as at 31st March, 2012 is given below:

<u>Sr. No.</u>	<u>Name of the Director</u>	<u>Designation</u>	<u>Meetings Attended</u>	<u>Category</u>
1.	Rahul Vijaykumar Prajapati	Chairman	5	Non- Executive Independent Director
2.	Pulkit Prakashchandra Shah	Member	5	Non- Executive Independent Director
3.	Kewal Krishan Goyal	Member	5	Executive Non-Independent Director

Shareholders/ Investor Grievance Committee**Terms of the Committee:**

- To scrutinize and approve registration of transfer of shares/ warrants issued or to be issued.
- The Shareholders' and Investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividends and matters related thereto.
- To exercise all power conferred on the Board of Directors under Articles of Association.
- Attending to investors' queries and complaints regarding transfer, dividend, annual reports, etc.
- Attending to complaints of Investor routed by SEBI/Stock Exchanges/ RBI.

Details of Pending Investor Grievances and Compliance Officer:

There were no investor grievances pending for Redressal as the end of the financial year and all the queries from the stakeholders were attended to promptly. Further there were no pending transfers for the year under review.

Further the details of the Compliance Officer designated for handling of the Investor grievances is provided as under:

Name	:	Mr. Bharat Bhushan Goyal (Executive Director)
Address	:	SCO 1104-05, Sector 22-B, Chandigarh - 160022
Contact No.	:	0172-4347638
Email Id	:	shubhpaultaries1996@gmail.com
Website	:	www.shubhpoultriesltd.com

Composition:

The Committee comprises of namely, Mr. Pulkit Prakashchandra Shah, Independent Director as a Chairman, Mr. Bharat Bhushan Goyal (Executive Director) & Mr. Rahul Prajapati (Independent Director) as a Member of Shareholders Grievance Committee.

Remuneration Committee:**Terms of the Committee**

The remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. However, none of the Directors has been given any remuneration during the year under review except Meeting Fees.

No Stock option has been allotted to any of the Directors during the financial year 2011-2012. The Committee review and recommend payment of annual salaries, commission and other employment conditions of the Managing Director, & other Executive Directors as well Key Management personal. It formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees.

Composition:

<u>Name of the Member</u>	<u>Category</u>	<u>Chairman / Member</u>
Mr. Pulkit Shah	Independent Director	Chairman
Mr. Rahul Vijaykumar Prajapati	Independent Director	Member
Mr. Kewal Krishan Goyal	Executive Non-Independent Director	Member

Subsidiary Company: - The Company does not have any subsidiary companies.

Disclosures:

- i. During the financial year 2011-12, there was no materially significant Related Party Transaction, with the Directors, or the Management, their relatives etc. having potential conflict with the interests of the Company at large. Further as a matter of policy, all the transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in the Annual Report of the Company on a regular basis.
- ii. There was no related party transaction during the year, i.e. transactions of the Company of material nature, with its promoters, Directors or the management that may have potential conflict with the interests of Company at large.
- iii. The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- iv. The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.
- v. The Company has adopted a 'Code of Conduct for Prevention of Insider Trading ("the Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and its subsequent amendment. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. However whistle blower policy has not been formed during the year under review. Further, we affirm that no personnel have been denied access to the Audit Committee. Employees can report to the Management concerned regarding unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy.
- vi. The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement, in addition the Company has also adopted the non-mandatory requirements of constitution of Remuneration and Nomination Committee and tenure of office of Independent Directors during current financial year 2011-12.
- vii. The Company was suspended at Stock Exchange, where its securities are listed for last few years due to non-compliance of various clauses of the Listing Agreement. The Company is in process of complying with all the requirements of the Stock Exchanges.
- viii. The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.

Risk Management

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of governance, identification &

assessment of risk. The risks have been prioritized through a Companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

Details of General Meetings:

Annual General Meetings:

The details of last 3 Annual General Meetings together with the details of the special resolution passed thereat is provided hereunder:

<u>Year</u>	<u>Day, Date and Time</u>	<u>Venue</u>	<u>Special Resolutions Passed</u>
2010-2011	Thursday, 29 th September, 2011 at 11.00 a.m.	SCO 1104-05, Sector 22-B, Chandigarh - 160022	-
2009-2010	Thursday, 30 th September, 2010 at 11.00 a.m.	SCO 1104-05, Sector 22-B, Chandigarh - 160022	-
2008-2009	Wednesday, 30 th September, 2009 at 11.00 a.m.	SCO 1104-05, Sector 22-B, Chandigarh - 160022	-

No Extra-Ordinary General Meetings have been conducted during last three financial years. No Special Resolutions has been passed through Postal Ballot during the year. None of the resolutions proposed at the ensuing Annual General Meeting need to be passed by Postal Ballot.

Means of Communication:

The Quarterly, Half-Yearly and Annual Financial Results of the Company are forwarded to The Ahmedabad Stock Exchange Limited, Delhi Stock Exchange Limited, Ludhiana Stock Exchange Limited & Jaipur Stock Exchange Limited immediately upon its approval by the Board of Directors and are simultaneously published in leading newspapers in English and Punjabi (regional language). The financial statement of the Company is unqualified.

In accordance with the Listing Agreement requirements, data pertaining to Shareholding Pattern, Quarterly Financial Results and Other Details are forwarded to the Stock Exchange.

During the year under review, no presentation was made to the institutional investors or analysts.

General Shareholders' Information:

Date, Time & venue of Annual General Meeting	Friday, 28 th September, 2012 at 11.00 a.m. at SCO 1104-05, Sector 22-B, Chandigarh - 160022
Listing on Stock Exchanges	The Equity Shares of the Company are listed on Ahmedabad Stock Exchange Ltd., Delhi Stock Exchange, Jaipur Stock Exchange Limited, Ludhiana Stock Exchange Ltd.

No Dividend has been recommended for the year under review.

i. Market Share Price Data:

There has been no trading at all the Stock Exchanges where its securities are listed during the financial year 2011-12.

ii. Share Transfer System:

The Share transfer is processed by the Company, presently and approved by Share Transfer Committee, if the documents are complete in all respects, within 21 days from the date of lodgment. The Company is in process of appointing Share Transfer Agent for Physical & Electronic Connectivity of the securities of the Company.

iii. SEBI Complaints Redress System (SCORES)

SEBI vide circular dated 3rd June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web based complaints redress portal known as 'SCORES'. The salient features of this system are: centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status.

The Company is in process of registering with SEBI under the SCORES system.

iv. ISIN No.: Share yet not Dematerialised

v. Distribution of Shareholding as on March 31, 2012, Are As Follows:

No. of Shares Range	No. of Shareholders	% of Shareholders	Value of Shares Held	% of Shareholding
Upto 5,000	834	0	0	0
5,001 to 10,000	29	0	0	0
10,001 to 20,000	15	0	0	0
20,001 to 25,000	0	0	0	0
25001 to 50,000	9	0.38	59000	24.58
50,001 to 1,00,000	6	0.19	57550	23.98
1,00,001 & Above	6	0	0	0
Total	900	100.00	3771980	100.00

vi. Shareholding Pattern as on 31st March, 2012

Sr. Nos.	Category	No. of Shares held	% of Shareholding
A	Promoters		
1.	Individuals/HUF	500000	13.26
	TOTAL (A)	500000	13.26
B	Public Shareholding		
	Institutions	0	0
	Non-Institutions	0	0
1.	Bodies Corporate	242300	6.42
2. (a)	Individual Shareholders holding up to Rs.1 Lac	1416170	37.54
(b)	Individual Shareholders holding above Rs.1 Lac	1613510	42.78
3.	NRIs/ HUF's / Foreign Corporate Bodies	0	0
	TOTAL (B)	3271980	86.74
	TOTAL (A+B)	3771980	100.00

vii. Outstanding GDRs/ ADRs:

The Company has not issued any GDRs/ADRs.

viii. Dematerialization of Shares and Liquidity:

The Company's equity shares are available for trading in the Physical form presently & the Company is in process of admitting its equity shares in National Securities Depository Limited and Central Depository Services (India) Limited.

As on 31st March, 2012, 3771980 equity shares, constituting 100% of the paid-up equity capital of the Company stood in Physical form.

ix. Financial Calendar (Tentative):

Financial Year	: 01 April, 2012- 31 st March, 2013
First quarter result	: 14 th August, 2012.
Half-yearly results	: 14 th November, 2012
Third quarter results	: 14 th February, 2013
Annual results	: End of May, 2013
Annual General Meeting	: September, 2013

x. Address for Correspondence:

SCO 1104-05, Sector 22-B,
Chandigarh - 160022
Tel: 0172-4347638
Email: shubhpaultaries1996@gmail.com

xi. Reconciliation of Share Capital Audit

A practicing Company Secretary carries out reconciliation of share capital audit, on half-yearly basis to reconcile the total admitted capital in Physical form and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form.

xii. Audit Qualifications

There are no Audit qualifications in the Company's financial statement for the year under review.

Nomination Facility:

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s).

The statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges and the same is annexed to this Report.

Place: Chandigarh
Date: 24th July, 2012.

By Order of the Board
For Shubh Poultries Limited
Sd/-
Bharat Bhushan Goyal
Executive Director

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Shubh Poultries Limited

We have examined the compliance of conditions of Corporate Governance by Shubh Poultries Limited for the year ended on 31st March, 2012 as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the 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 of opinion on the financial statements of the Company.

In our opinion and to the best of our knowledge and belief and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the Listing Agreement

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad
Date: 24th July, 2012

For Hemant C Parikh & Co.,
Chartered Accountants
Sd/-
(Hemant C Parikh)
Proprietor
M. No. 031780

CERTIFICATE ON FINANCIAL STATEMENTS

To,

The Members,

Shubh Poultries Limited

We, Bharat Bhushan Goyal, Executive Director of Shubh Poultries Limited hereby certify that:

1. We have reviewed the financial statements and the cash flow statements for the financial year 2011-12 and to the best of my knowledge and belief:
 - a. These statements do not contain any materially untrue statement that might be misleading with respect to the statements made.
 - b. These financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with current accounting standards, applicable laws and regulations and full explanations has been given for any material departure in compliance of Accounting Standards.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
4. We have disclosed to the Company's Auditor and Audit Committee of the Company, all significant deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
 - a. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
 - b. That there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.
6. We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current Financial Year.

By Order of the Board
For Shubh Poultries Limited
Sd/-
Bharat Bhushan Goyal
Executive Director

Place: Chandigarh
Date: 24th July, 2012.

ANNUAL CERTIFICATE UNDER CLAUSE 49(I) (D) OF THE LISTING

AGREEMENT WITH THE STOCK EXCHANGES

I, Bharat Bhushan Goyal, Executive Director of the M/s. Shubh Poultries Limited declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct during the year ended 31st March 2012.

By Order of the Board
For Shubh Poultries Limited
Sd/-
Bharat Bhushan Goyal
Executive Director

Place: Chandigarh
Date: 24th July, 2012.

AUDITORS' REPORT

To the Members of

Shubh Poultries Limited

We have audited the attached Balance Sheet of **Shubh Poultries Limited** as at 31st March 2011 and also the Profit & Loss Account for the year ended on that day annexed hereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards required that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also included 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.

Further to our comments in the Annexure referred to above, we report that

- (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of Audit.
- (b) In our opinion, proper books of accounts as required by Law, have been kept by the Company so far as appears from our examination of those books.
- (c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the Books of Accounts.
- (d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement together with notes of accounts dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act 1956.
- (e) On the basis of written representations received from the Directors, as on 31st March 2011, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2011 from being appointed as a Director in terms of Clause (g) of Sub-section (1) of Section 274 of the Companies Act 1956;
- (f) In our opinion and to the best of our information and according to the explanations given to us, said Balance Sheet, Profit and Loss Account and Cash Flow Statement, give the information required by the Companies Act 1956, in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India:
- (i) In so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March 2011;

- (ii) In so far as it relates to the Profit and Loss Account, of the profit of the Company for the year ended on that date;
- (iii) In so far as it relates to the Cash Flow Statement, of the cash flows for the year ended on that date.

Place: Ahmedabad
Date: 25th July, 2011

For Hemant C Parikh & Co.,
Chartered Accountants
Sd/-
(Hemant C Parikh)
Proprietor
M. No. 031780

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph II of our report of even date)

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) All fixed assets have not been physically verified by the management during the year but there is a regular verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
(c) There was no substantial disposal of fixed assets during the year.
- ii. (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
(b) The procedure of physical verification of inventory followed by management is reasonable and adequate in relation to the size of the Company nature of its business.
(c) The Company has maintained proper record of Inventories and no material discrepancies noticed on physical verification.
- iii. (a) As informed to us, the Company not granted but taken any loans, secured or unsecured to/from Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
(b) The rate of interest and other terms and conditions of loans given or take by Company, secured or unsecured are prima facie prejudicial to the interest of the Company.
- iv. In our opinion and according the information & explanations given to us, there is an adequate internal control system commensurate with the size of the Company and nature of its business, for the purchase of its inventory and fixed assets and for the sale of goods and services. During the course of our Audit, no major weakness has been noticed in the of internal control system in respect of these areas.
- v. According to the information & explanations given to us, the Company has not entered into any transaction that needs to be entered into the register maintained under Section 301 of the Companies Act 1956.
- vi. The Company has not accepted any deposits from the public.
- vii. In our opinion, the Company has an internal audit system commensurate with the size and nature of business.

- viii. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 for the product of the Company.
- ix. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education & Protection Fund, Employees State Insurance Scheme, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, CESS and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amount payable in respect of Provident Fund, Investor Education & Protection Fund, Employees State Insurance Scheme, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, CESS and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they become payable.
- (c) According to the records given by the Company, no dues outstanding of Sales Tax, Investor Education & Protection Fund, Income Tax, Wealth Tax, Custom Duty, Excise Duty and CESS on account of any dispute.
- x. The Company's accumulated losses at the end of the financial year are not less than fifty percent of its net worth. Further, the Company has not incurred any cash losses in the current financial year.
- xi. Based on our audit procedures and as per the information and explanations given by the management, there is no Outstanding Balance of secured loans.
- xii. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted any loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not chit fund, nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- xv. According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from Banks & Financial Institutions.
- xvi. In our opinion and according to the information and explanations given to us by the management, term loans are applied for the purpose for which the loans were obtained.

- xvii. According to the information and explanations given to us and on overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been utilized for long term investment.
- xviii. The Company has not raised any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.

Place: Ahmedabad
Date: 25th July, 2011

For Hemant C Parikh & Co.,
Chartered Accountants
Sd/-
(Hemant C Parikh)
Proprietor
M. No. 031780

SHUBH POULTRIES LIMITED			
Balance Sheet as on 31st March, 2012			
Particulars	Note No	As at 31st March, 2012	As at 31st March, 2011
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	3,41,76,050	3,41,76,050
(b) Reserves and Surplus	2	-	-
(2) Non-Current Liabilities			
(a) Deferred tax liabilities (Net)	3	-	-
(3) Current Liabilities			
(a) Short-term borrowings	4	-	-
(b) Trade payables	5	-	-
(c) Other current liabilities	6	88,64,552	88,64,552
(d) Short-term provisions	7	6,02,210	5,64,572
Total		4,36,42,812	4,36,05,174
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	8	7,37,810	7,37,810
(ii) Capital work-in-progress		-	-
(b) Non-current investments	9	-	-
(d) Other non-current assets	10	-	-
(2) Current assets			
(a) Inventories	11	-	-
(b) Trade receivables	12	-	-
(c) Cash and cash equivalents	13	-	-
(d) Short-term loans and advances	14	-	-
(e) Other current assets	15	4,03,92,984	4,03,82,065
(f) Misc. Expenses written off		-	-
(3) Miscellaneous Expenditure not written off	24	25,12,018	24,85,299
Total		4,36,42,812	4,36,05,174
As per our report of even date			
For Hemant C Parikh & Co.		For and on behalf of the Board	
Chartered Accountants		Shubh Poultries Limited	
Hemant C Parikh		Kewal Krishan Goyal	Bharat Bhushan Goyal
(Proprietor)		Director	Director
M.No. 031780			
Place : Ahmedabad		Place : Chandigarh	
Dated: 24/07/2012		Dated : 24/07/2012	

SHUBH POULTRIES LIMITED				
Statement of Profit and Loss for the year ended 31st March, 2012 (Rs. In Lacs)				
	Particulars	Note No	As at 31st March, 2012	As at 31st March, 2011
I.	Revenue from operations	16	29,211.00	27,856.00
II.	Other Income	17	-	-
III.	Total Revenue (I + II)		29,211.00	27856.00
IV.	Expenses:			
	Cost of materials consumed	18	-	-
	Purchase Cost of Stock in Trade	19	-	-
	Changes in inventories of finished goods and Stock-in-Trade	20	-	-
	Employee benefit expense	21	-	-
	Financial costs	22	210.00	210
	Depreciation and amortization expense	8	-	-
	Other expenses	23	55,720.00	55,720.00
	Total Expenses		55,930.00	55,930.00
V.	Profit before tax (III - IV)		(26,719.00)	(28,074.00)
VI.	Tax expense:			
	(1) Current tax/ Provision for Tax		-	-
	(2) Short Excess Provision of Earlier years		-	-
	(3) Deferred tax		-	-
VII.	Profit/ (Loss) for the period (XI + XIV)		(26,719.00)	(28,074.00)
VIII.	Earning per equity share:			
	(1) Basic		(0.01)	(0.01)
	(2) Diluted		-	-

<p>As per our report of even date For Hemant C Parikh & Co. Chartered Accountants</p> <p>Hemant C Parikh (Proprietor) M.No. 031780</p> <p>Place : Ahmedabad Dated: 24/07/2012</p>	<p align="center">For and on behalf of the Board Shubh Poultries Limited</p> <p align="center">Kewal Krishan Goyal Director</p> <p align="center">Bharat Bhushan Goyal Director</p> <p align="center">Place : Chandigarh Dated : 24/07/2012</p>
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SHUBH POULTRIES LIMITED				
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012				
(Rs. In Lacs)				
Particulars	AMOUNT	2012-2011	AMOUNT	2011-2010
A. CASH FLOW FROM OPERATING ACTIVITIES				
PROFIT/ (LOSS) BEFORE INTEREST, TAX AND EXTRA ORDINARY ITEMS		(26,719.00)		(28,074.00)
Adjustments for Depreciation		-		-
		(26,719.00)		(28,074.00)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES				
Adjustments for increase/ decrease in :				
Trade and Other Receivables		-		-
Trade & Other Payables		-		-
Other Current Assets		(10,919.00)		(9,564.00)
Other Current Liabilities		37,638.00		37,638.00
CASH GENERATED FROM OPERATIONS		-		-
Interest Paid		-		-
Provision for Tax Paid		-		-
CASH FLOW BEFORE EXTRAORDINARY ITEMS		-		-
EXTRAORDINARY ITEMS		-		-
NET CASH FROM OPERATING ACTIVITIES (A)		-		-
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets		-		-
Sale of Fixed Assets		-		-
NET CASH USED IN INVESTING ACTIVITIES (B)		-		-
C. CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Long Term Borrowings		-		-
NET CASH USED IN FINANCING ACTIVITIES (C)		-		-
NET INCREASE IN CASH AND CASH EQUIVALENTS		-		-
(A+B+C)		-		-
CASH AND CASH EQUIVALENTS AS AT 1.4.2011		-		-
CASH AND CASH EQUIVALENTS AS AT 31.3.2012		-		-
NET INCREASE/ DECREASE IN CASH EQUIVALENTS		-		-
NOTE : FIGURES IN BRACKETS SHOWS OUTFLOW				
AUDITORS CERTIFICATE				
We have examined the above Cash Flow Statement of SHUBH POULTRIES, CHANDIGARH for the year ended 31st March, 2012. The Statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 with Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the members of the company.				
As Per our Attached Report of even date				
For Hemant C Parikh & Co. Chartered Accountants		For and on behalf of the Board Shubh Poultries Limited		
Hemant C Parikh (Proprietor) M.No. 031780 Dated: 24/07/2012 Place : Ahmedabad	Kewal Krishan Goyal Director	Bharat Bhushan Goyal Director		

SHUBH POULTRIES LIMITED

NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS ACCOUNT

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
1	Share Capital		
	Equity Share Capital		
	Authorised Share capital (40,00,000 Equity Shares of Rs 10/- each)	4,00,00,000	4,00,00,000
	Issued, Subscribed & fully Paid Share Capital		
	3771980 Equity Shares of Rs.10/- each (Previous Year : 3443500)	3,77,19,800	3,77,19,800
	Less: Application Money Pending for Allotment	35,43,750	35,43,750
	Add: Call Money Received	-	-
	Total	3,41,76,050	3,41,76,050
	ii) Reconciliation of the number of shares;		
	No. of Equity shares issued at the beginning of the period	37,71,980	37,71,980
	Add no. of Equity shares issued during the period	-	-
	Less no. of Equity shares bought back during the year	-	-
	No. of Equity shares at the end of the period	37,71,980	37,71,980
	ii) List of Shareholder holding more than 5% of shares	No of Shares	% of holding
	Bharat Bhushan Goyal	2,85,010	7.56%
	Sanjeev Singh	1,98,600	5.27%

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
2	Reserves and Surplus		
	Capital Reserves	-	-
	Securities Premium Reserves	-	-
	Profit & Loss account		
	OPENING BALANCE	-	-
	ADDITION DURING THE YEAR	-	-
	TRANSFERRED TO RESERVES AND SURPLUS	-	-
	General Reserve	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
3	Deferred Tax Liability		
	Balance as per last year	-	-
	Add: Provided during the year	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
4	Short-terms borrowings		
	Secured	-	-
	Unsecured	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
5	Trade Payables - Current		
	Unsecured and considered good	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
6	Other current liabilities		
	Sundry creditors	88,64,552	88,64,552
	Total	88,64,552	88,64,552

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
7	Short-term provisions		
	Provision for Listing Fees	5,64,572	5,26,934
	Add: Provision for Listing fees during the year	37,638	37,638
	Total	6,02,210	5,64,572

NOTE NO- 8 : FIXED ASSETS

DESCRIPTION OF ASSETS	GROSS BLOCK (AT COST)				DEPRECIATION			NET BLOCK		
	GROSS COST AS ON	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR	COST AS ON 31.3.2012	BALANCE AS ON 1.4.2011	DEP. FOR THE YEAR	DEDUCTION DURING THE YEAR	TOTAL UPTO 31.3.2012	AS AT 31.3.2012	AS AT 31.3.2011
	1.4.2011	THE YEAR	THE YEAR	31.3.2012	1.4.2011			31.3.2012		
Office Equipments	18,89,540	-	-	18,89,540	11,51,730	-	-	11,51,730	7,37,810	7,37,810
	-	-	-	-	-	-	-	-	-	-
Total	18,89,540	-	-	18,89,540	11,51,730	-	-	11,51,730	7,37,810	7,37,810

Depreciation on the opening balance of the Plant & machinery is not taken as the same is now not in operation. While the depreciation on the other assets is taken as per accounting standard 6, issued by ICAI.

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
9	Non-current investments		
	Investments in Equity instruments	-	-
	UNQUOTED	-	-
	QUOTED	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
10	Loans and Advances		
	Others (sundry Debtors)	-	-
	Add.: Addition during the year	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
11	Inventories		
	Inventories	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
12	Trade receivables		
	Trade Receivables	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
13	Cash and cash equivalents		
	Cash and bank Balance	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
14	Short term loans and advances		
	Unsecured Considered Good	-	-
	Total	-	-

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
15	Other Current Assets	40,392,984	40,382,065
	Total	40,392,984	40,382,065

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
16	Revenue from Operations		
	Revenue from - Sale of products As per note A Below	-	-
	Other operating revenues	-	-
	Total	-	-

	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
(A) :			
	Domestic sales	29,211	27,856
	Export sales	-	-
	Total	29,211	27,856

Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
17	Other Income		
	Dividend income	-	-
	Net gain/ loss on sale of investments/ Assets	-	-
	Other non-operating income (net of expenses directly attributable to such income)	-	-
	Total	-	-
Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
18	Raw Material Consumption	-	-
	Total	-	-
Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
19	Purchase cost of Stock In Trade		
	Purchases	-	-
	Total	-	-
Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
20	Trade		
	Opening Stock	-	-
	Total	-	-
	Closing Stock	-	-
	Total	-	-
	Increase or Decrease in Stock	-	-
Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
21	Employee Benefits Expense		
	Salaries and wages	-	-
	Directors Sitting Fees/ Remuneration	-	-
	Staff Welfare Exp	-	-
	Total	-	-
Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
22	Finance Costs	210	210
	Total	210	210
Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
23	Other Expenses		
	Audi Fee	10,000	10,000
	Postate & Telepone Exp.	122	122
	Printing & Stationery	250	250
	Registration & Filling Fee	-	-
	Salaries and Allowances	4,000	4,000
	Travelling Expenses	560	560
	Vehicles Running Expenses	3,150	3,150
	Listing fees	37,638	37,638
	Total	55,720	55,720
Note No	PARTICULARS	As at 31st March, 2012	As at 31st March, 2011
24	Miscellaneous Exp to the extent not written Off/adjusted (Profit & Loss Account)		
	Opening Balance	2,485,299	2,457,225
	Add- Transferred from P & L Account	26,719	28,074
	Total	2,512,018	2,485,299

Note No. 25

ACCOUNTING POLICES AND NOTES

A. Significant Accounting Policies

1. Convention

The Accounts are prepared under history cost convention and in accordance with the applicable accounting standards and relevant disclosure requirements of the Companies Act, 1956.

2. Fixed Assets and Depreciation

- i. Fixed Assets are stated at cost less Depreciation.
- ii. Depreciation is provided on Straight Line Method at the rates and manner specified in schedule xiv of the Companies Act 1956.

3. Investments

Company has not made any investments.

4. Revenue Recognition

Income is accounted for on accrual basis.

B. Financial Notes

1. Contingent Liabilities not provided. (Previous Year NIL)
2. Estimated amounts of the contract remaining to be executed on capital account:- Nil (Previous Year :- NIL).
3. Administrative and Other Expenses include audit Remuneration Rs. 10,000/- (Previous Year Rs. 10,000/-) paid / payable to the auditor of the company.
4. The company has made provision for listing fee payable for the year, to the stock exchange where the shares of the company are listed.
5. Previous Years figures have been regrouped/ rearrange wherever necessary to confirm to current years classification.

As per our attached report of even date
For Hemant C Parikh & Co.

For and on behalf of the Board
Shubh Poultries Limited

Chartered Accountants

Sd/-

Sd/-

For Hemant C Parikh
(Proprietor)

Kewal Krishan Goyal
Director

Bharat Bhushan Goyal
Director

M. No. 031780
Place : Ahmedabad
Date: 24/07/2012

SHUBH POULTRIES LTD
 SCO 1104-05, Sector 22 B, Chandigarh-160022
 Tel No: 0172-4347638, Email Id: shubhpoultaries1996@gmail.com,
 Website:www.shubhpoultariesltd.com

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name and Address of the Member	Registered Folio No.	Client ID & DP ID No.	Number of Shares held

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Friday 28th September, 2012 at 11.00 A.M. at the Registered Office of the Company situated at SCO 1104-05, Sector 22 B, Chandigarh-160022.

Signature of the Member or the Proxy Attending the Meeting

If Member, please sign here	If Proxy, please sign here

Note: members are requested to bring their copies of Notice and the Annual Report to the meeting as the same will not be circulated at the meeting.

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SHUBH POULTRIES LTD
 SCO 1104-05, Sector 22 B, Chandigarh-160022
 Tel No: 0172-4347638, Email Id: shubhpoultaries1996@gmail.com,
 Website:www.shubhpoultariesltd.com

PROXY CUM BALLOT FORM

I/We _____ of _____ being Member/ Members of Shubh Poultries Limited, hereby appoint _____ of _____ or failing him/ her _____ as my/ our proxy to attend and vote on my/ our behalf at the Annual General Meeting of the Company to be held on Friday 28th September, 2012 at 11.00 A.M. at the Registered Office of the Company situated at SCO 1104-05, Sector 22 B, Chandigarh-160022 and at any adjournment thereof.

Signed this _____ day of _____ 2012.
 L.F. No. / DP ID and Client ID _____ No. of Shares held _____ Affix Revenue Stamp Signed on this _____ day of _____ 2012.
 Signed by the said _____
 Signature of Proxy _____
 Attested by Shareholder _____

Affix Rs.1/- Revenue Stamp here & Sign

Particulars	For	Against
Ordinary Business		
1. Adoption of Financial Statements for the year ended March 31, 2012		
2. To appoint Director in place of Mr. Kewal Krishan Goyal who retire by rotation and being eligible offer him for reappointment.		
3. To appoint auditor of the company and to fix their remuneration.		

Note: The Proxy form duly completed must be deposited at the Registered Office of the Company, not less than 48 hours before the time of holding the meeting. The Proxy need not be a member of the Company.