



**SUVIDHA INFRAESTATE
CORPORATION LIMITED**

(Formerly DairyField Ltd.)
CIN : L70102GJ1992PLC016978

24th Annual Report 2015-2016



BOARD OF DIRECTORS

SHRI ASHOK KUMAR GOSWAMI	:	CHAIRMAN
SHRI KISHORE KUMAR GOSWAMI	:	MANAGING DIRECTOR
SHRI ANUP KUMAR GOSWAMI	:	DIRECTOR & CFO
SHRI JAINI MEHUL JHAVERI	:	WOMAN INDEPENDENT DIRECTOR
SHRI KAMAL K. GAJJAR	:	INDEPEDANT DIRECTOR
SHRI MUKUNDRAI P. VADHER	:	INDEPEDANT DIRECTOR

AUDITORS

J. M. PARIKH & ASSOCIATES
CHARTERED ACCOUNTANTS
B-705, 7TH FLOOR, NIRMAN COMPLEX
OPP. HAVMOR RESTAURANT,
NAVRANGPURA, AHMEDABAD – 380 009.

REGISTERED OFFICE

A-305, 306, KRISHNA COMPLEX,
OPP. DEV ASHISH SCHOOL, BODAKDEV, AHMEDABAD-380 054, GUJARAT.

BANKERS

I.D.B.I. BANK
INDIAN BANK

SHARE TRANSFER AGENT

SYSTEM SUPPORT SERVICES
209, SHIVAI IND. ESTATE,
89 ANDHERI KURLA ROAD, SAKINAKA
MUMBAI – 400 072.

NOTICE

NOTICE is hereby given that **24TH ANNUAL GENERAL MEETING** of the members of Suvidha Infraestate Corporation Limited will be held on Wednesday, the 21st Day of September, 2016 at 11.30 A.M. at the Registered office of the company at A-305,307 Krishna Complex, Opp. Devashish School, Bodakdev, Ahmedabad-380054, to transact the following business(s):

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year March 31, 2016 and the Reports of Directors and Auditor's thereon.
2. To appoint a Director in place of Shri. Anupkumar Goswami (Din No 00289603), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. J.M Parikh, Chartered Accountants (Firm Registration No. 118007W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS**4. Appointment of Woman Independent Director of the company**

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

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-encashment thereof for the time being in force) read with Schedule IV to the Act, Jaini Mehulbhai Jhaveri (DIN: 07476027), who was appointed as an additional director of the Company w.e.f. 29th March, 2016 and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member Under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director be and is hereby appointed as an Independent Women Director of the Company to hold office for a term of 5 years up to March 31, 2021.”

By Order of the Board of Directors
For, Suvidha Infraestate Corporation Limited

Place : Ahmedabad
Date : 13-8-2016

Kishore K. Goswami
Managing Director & Chairman
DIN No. 00289644

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**
2. Proxy/Proxies submitted on behalf of limited Companies, etc., must be supported by appropriate resolutions / authority, as applicable. A person shall act as proxy for only fifty (50) members and holding in aggregate not more than ten (10) per cent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
4. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but shall not have a right to vote.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. **The Register of Members and Share Transfer Registers of the Company will remain closed from Tuesday, 20th September, 2016 to 21st September, 2016 (both days inclusive).**
8. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
11. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting. The members are requested to get their shares dematerialized. **The company's ISIN Code No.INE936N01010.**

12. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

(1) dairy_grievances@yahoo.in (2) dairy_field@yahoo.co.in

The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
14. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants.
15. Brief Resume of Director proposed to be reappointed, in term of Regulation 36(3) of the listing Regulation

Brief Profile of Director is as follows:-

Name	Ms.Jaini Mehulbhai Jhaveri	Mr. Anupkumar Goswami
Date of Birth	22.08.1991	31.01.1961
Directors Identification Number (DIN)	07476027	00289603
Age	25 Years	55 Years
Qualification	B.Com	B.Com
Expertise in Specific Area	Accounts	Finance
Date of first Appointment on board of the Company	29.03.2016	31.10.2002
Shareholding in Company	0%	125360
List of Directorship held in other companies	Nil	1. Suvidha Enterprise Private Limited 2. Envy Capital Trust Private Limited
Membership/Chairmanships of Audit and stakeholder relationship committees	NA	1. Audit Committee 2. Stake Holder Relationship Committee 3. Nomination and Remuneration Committee

16. Voting through electronic means

- I. In Compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015('Amendment Rules') and the regulation 44 of Listing Regulations and Secretarial Standard, on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 24th 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 from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India)Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting 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.

Commencement of e-voting	From (9.30a.m.) on (18.09.2016)
End of e-voting	Up to (5.00 p.m) on (20.09.2016)
Cut-off Date	14.09.2016

- IV. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- V. The company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide e-voting facilities.
- VI. The company has appointed M/s Anish Gupta & Associates, Company Secretaries (CP NO. 4092), as 'Scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- VII. The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with a physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- VIII. "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'. It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period. A separate communication containing all necessary instructions and relevant information is enclosed separately in the Annual Report.

IX. Instruction for remote e-voting

- (i) The voting period begins on 18th September, 2016 (5.00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) on 14th September, 2016. may cast their vote electronically.
- The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) If you are a first time user follow the steps given below:
- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <SUVIDHA INFRA ESTATE LIMITED> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to certain Ordinary Business and all Special Businesses mentioned in the accompanying Notice:

Item No. 4

Ms. Jaini Mehulbhai Jhaveri (DIN: 07476027) was appointed by the board at its meeting held on 13.08.2016 as an Independent Woman Director.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Ms. Jaini Mehulbhai Jhaveri, being eligible have offered herself for appointment as an Independent Woman Director on the Board of the Company.

In the opinion of the Board, Ms. Jaini Mehulbhai Jhaveri, fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company. A Copy of the draft letter of Appointment of Independent Woman Director setting out the terms and conditions would be available for inspection at the registered office for inspection at the Registered office of the Company during business hours on any working day up to the date of AGM.

The Resolution seeks the approval of members for the appointment of Ms. **Jaini Mehulbhai Jhaveri** as an Independent Woman Director of the Company pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder. She will not be liable to be retired by rotation. The Board recommends the resolution for your Approval.

No Director or Key Managerial Personnel of the Company and/ or their relatives, except Ms. **Jaini Mehulbhai Jhaveri** in her personal capacity for whom the Resolution relates, are interested or concerned in the Resolution.

By Order of the Board of Directors
For, Suvindha Infraestate Corporation Limited

Place : Ahmedabad
Date : 13-8-2016

Kishore K. Goswami
Managing Director & Chairman
DIN No. 00289644

BOARD'S REPORT

To
The Members of
SUVIDHA INFRAESTATE CORPORATION LIMITED

Your Directors have pleasure in presenting the Twenty Forth Board's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended 31st March, 2016.

FINANCIAL SUMMARY OR HIGHLIGHTS OF THE COMPANY

Particulars	For the Year ended on 31.03.2016	For the Year ended on 31.03.2015
Total Income	5315773	4121826
Total Expenditure	3240195	3746161
Profit/(Loss) before taxation	2075578	375665
Provision for Tax	-	-
Profit/(Loss) after Taxation	2884502	193579
Balance Carried to Balance Sheet	645350	2765313

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR

The Sales of the Company were Rs. 12.55 Lakhs in the current year as against last year Rs.40.87 Lakhs. The profit after tax was Rs. 28.84 lakhs compared to Rs. 1.93 lakhs in the previous year. Your directors are hopeful of achieving higher sales and higher profit in the next year.

The company has developed 70 plots of different carpet area under a scheme known as 64 Park Avenue. The development is almost completed and is ready for possession. Few buyers have already started construction on their respective plots. The company has decided to book sales as per Guidance note on recognition of Revenue by Real Estate Developers issued by ICAI. Your directors are hopeful to sale remaining plots in the near future.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of business of the Company.

TRANSFER TO RESERVES

For the financial year ended 31st March, 2016, the Company has incurred loss therefore no amount is transferred to General Reserve Account.

DIVIDEND

In view of past losses, Directors does not recommend any dividend for the equity shareholders for the financial year 2015-16.