

DAIRYFIELD LIMITED

For DAIRYFIELD LIMITED


Mg. Director/Director



**16th ANNUAL REPORT
2007-2008**

DAIRYFIELD LIMITED

Annual Report 2007 - 2008

DAIRYFIELD LIMITED**BOARD OF DIRECTORS**

SHRI ASHOKKUMAR GOSWAMI	- CHAIRMAN
SHRI KISHORKUMAR GOSWAMI	- DIRECTOR
SHRI ANUPKUMAR GOSWAMI	- DIRECTOR
SHRI KAMAL K. GAJJAR	- DIRECTOR
SHRI RAKESH SINGH RAGHUVAN SINGH	- DIRECTOR
SHRI MUKUNDRAI P. VADHER	- DIRECTOR

AUDITORS

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

REGISTERED OFFICE

21, 2ND FLOOR, NATIONAL CHAMBERS,
ASHRAM ROAD, AHMEDABAD-380009

BANKERS

I.D.B.I. BANK
INDIAN BANK

SHARE TRANSFER AGENT

SYSTEM SUPPORT SERVICES
209, SHIVANI IND. ESTATE,
89 ANDHERI KURLA ROAD, SAKINAKA
MUMBAI - 400072.

DAIRYFIELD LIMITED**Annual Report 2007 - 2008****NOTICE**

NOTICE is hereby given that SIXTEENTH ANNUAL GENERAL MEETING of the members of DAIRYFIELD LIMITED will be held on Monday, 30th June 2008 at 11.00 A.M at the Registered office of the company at 21, 2ND FLOOR, National Chamber, Ashram Road, Ahmedabad - 380 009 to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and Audited Balance Sheet and Profit & Loss A/c. of the company for the year ended 31st March, 2008 together with the Auditors' Report thereon.
2. To appoint a Director in place of Shri Rakeshsinh Raghuvansinh who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Mukundrai P Vadhner who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration.

Report

Junction

By Order of the Board of Directors
For, **DAIRYFIELD LIMITED**

Place : Ahmedabad

Date : 01/05/2008

K. K. GOSWAMI

Director

NOTES :

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE, SHOULD LODGE THE PROXY FORM AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- (B) The Register of Members and the Share Transfer Book of the Company will remain closed from Wednesday, 25th June, 2008 to Monday, 30th June, 2008.
- (c) Members are requested to kindly notify the Company of any change in their addresses so as to enable the Company to address future communication to their correct addresses.

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DIRECTORS' REPORT

To
The Members of
DAIRYFIELD LIMITED

Gentlemen,

The Board of Directors present herewith the Sixteenth Annual Report along with Audited Accounts and Report of the Auditors thereon for the year ended on 31st March 2008.

FINANCIAL RESULTS

PARTICULARS	Year ended 31/03/2008 Amount Rs.	Year ended 31/03/2007 Amount Rs.
Total Income	15709027	3533042
Total Expenditure	18504042	3569986
Net Profit / (Loss) Before Tax	(2795015)	(36944)
Provision for Taxation	Nil	Nil
Deffered Tax	Nil	Nil
Profit / (Loss) After Tax	(2795015)	(36944)
Loss Brought Forward From Previous Year	(89344674)	(89307730)
Balance Transferred to Balance Sheet	(92139689)	(89344674)

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OPERATIONS

The directors during the year have sold of some of the assets. The amount received from the sale of these assets will be used by the directors to clear of its remaining debts. Also the directors of the company are planning to enter in to a new line of business soon.

This year your directors have written off various credit balances which were remaining unclaimed in the books of the company for many years.

DIVIDEND

In view of the accumulated losses, your directors do not propose dividend for the year 2007-08.

DEPOSITS

There are no deposits which have been matured and claimed by the party but has remained unpaid on the Balance Sheet date.

DIRECTORS

Shri Rakeshsinh Raghuvansinh and Shri Mukundrai P Vadher, Directors of the company retire by rotation at the ensuing Annual General Meeting of the company and being eligible offers themselves for reappointment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO

The particulars relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo, pursuant to Section 217(1)(e) of the Companies Act, 1956 are nil.

EMPLOYEES

There is no employee who is in receipt of remuneration exceeding the limits specified under the Rules pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT, 1956.

The Directors hereby confirm:-

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;



- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the directors had prepared the annual accounts on a going concern basis, even though the company is passing through bad times and has huge accumulated losses and has stopped production.

AUDITORS

M/s Jatin Parikh & Associates, Chartered Accountants, Ahmedabad have indicated their unwillingness to continue as the auditors of the company for the next year.

Your directors are proposing the name of J.M. Parikh & Associates, Chartered Accountants, Ahmedabad as statutory auditors for the next year. If appointed, they shall hold the office until the conclusion of next Annual General Meeting.

You are requested to appoint the auditors and to fix their remuneration. The auditors' remarks are self explanatory.

CORPORATE GOVERNANCE REPORT

A separate report on corporate governance is attached herewith which may be considered as a part of Directors' Report.

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

A separate report on "Management Discussions and Analysis" is attached herewith which may be considered as a part of Directors' Report.

ACKNOWLEDGMENTS

The Board of Directors place on record their appreciation for co- operation received from its staff, bankers, various parties and authorities during the year under review.

For and on behalf of the Board of Directors
DAIRYFIELD LIMITED

Place: Ahmedabad.
Date : 01/05/2008

A. K. GOSWAMI
CHAIRMAN



CORPORATE GOVERNANCE :-

REPORT OF CORPORATE GOVERNANCE

(Pursuant to clause no. 49 of the listing agreement)

The Report of Corporate Governance is given below :-

(1) Company's philosophy on Code of Governance :-

Your Company's philosophy on the Code of Governance envisages the enhancement of the long term economic value of the company, its shareholders and all its stakeholders by adopting better corporate practices with highest levels of transparency, accountability and equity in all phases of its operations.

(2) Board of Directors :-

The Board of your company at present consists of Six (6) directors. Your company has an optimum combination of Executive and Non-Executive directors with not less than fifty percent of the Board of Directors comprising of Non-Executive and independent directors. Such Non- Executive directors are independent directors. None of the directors is director in any other Public Limited Company. All the members of the Board are eminent persons with expertise and extensive experience in different field and have made outstanding contribution to the Company. During the financial year 2007 - 2008 meeting of the Board were held at least once in each quarter inter-alia to review the quarterly performance and to take on record the financial results. During the year the Board of Director of the Company have held 5 (Five) meetings on 23-04-07, 23-07-07, 17-09-07, 19-10-07 and 31-01-08. A detailed agenda was sent to each director in advance of each meeting. The details of Board Meetings attended by each director are as under: -

The detailed composition of the Board and other related information is given below: -

Sr. no.	Name of Director	Category of Directorship	No of Board Meeting	Last AGM attended	No. of other Directorship in Public Ltd. Co.
1.	Ashokkumar Goswami	Director \$	5	YES	NIL
2.	Kishorkumar Goswami	Director \$	5	YES	NIL
3.	Anupkumar Goswami	Director \$	5	YES	NIL
4.	Kamal K Gajjar	Director	5	YES	NIL
5.	Rakeshsingh Raghuvanshsingh	Director	5	YES	NIL
6.	Mukundrai P.Vadher	Director	4	NO	NIL

\$ Indicates Promoter Director.

**CODE OF CONDUCT :-**

The Board of Directors of the Company adopted a code of conduct but the same has not been posted on company's website since the company does not have any website.

(3) Details of Directors seeking re-appointment at the ensuing AGM :-

Shri. Mukundrai P. Vadher, Director and Shri. Rakesh singh, Independent director retire by rotation and are seeking re-appointment.

(4) Audit Committee: -

During the year under review the following directors were members of audit committee:-

Name	Category	Status in the Committee	Out of 5 meeting Attended
Kishorkumar Goswami	Promoter Director	Chairman	5
Kamal K. Gajjar	Independent Director	Member	5
Mukundrai Vadher	Independent Director	Member	4

The term of reference and powers of the Audit Committee are as per clause 49 of the Listing Agreement and also as per new section 292 A of the Companies Act, 1956. The functions of the Audit Committee are as per Company Law and Listing Agreement with the Stock Exchange. These includes review of accounting and financial policies and procedures, disclosure of financial/ risk management policies, review of quarterly & annual financial statements ensuring compliance with regulatory guidelines before submission to the Board of Directors, Review of the adequacy of Internal Control Systems and discuss significant internal audit findings including internal control weaknesses, recommend appointment, removal of external auditors & payment of fees to them, Management Discussion & Analysis of financial condition & results of operation, review of Statement of significant related party transaction, Review areas of Internal control system. The Five Meetings of the Audit Committee was held on 23rd April, 2007, 23rd July, 2007, 17th September 2007, 19th October, 2007 and 31st January, 2008. The Statutory Auditors have also attended three Audit Committee meeting. The minutes of the Audit Committee meeting were circulated to the Board, discussed and taken note of.

**(5) Shareholders / Investor's Grievance Committee: -**

During the year under review, the following directors were the members of the Shareholder's / Investor's Grievance Committee

Name	Category	Status in the Attended	Out of 5 meeting Committee
Rakeshsingh	Independent Director	Chairman	4
Raghuvanshsingh			
Kamal K. Gajjar	Independent	Director	4
Ashokkumar Goswami	Promoter Director	Member	4

During the financial year 2007 -2008, Meetings of the shareholder's / Investor's Grievance Committee were held on once in every quarter from the period 1-4-2007 to 31-3-2008 and all the meetings have been attended by all members of the committee. Mr. Rakeshsingh Raghuvanssingh appointed as chairman of company from 1st February 2007, Mr. Ashokkumar Goswami / Kishorekumar Goswami have been authorized to approve transfer of shares.

Total 5 Investor's Grievance was received during the year 2007-08. The term of reference of the Committee are as per clause 49 of the Listing Agreement which are looking into the redressing of Shareholders and Investors complaints regarding transfer of shares, non-receipt of Annual Reports and reviewing the share transfer process and status of share transfers pending for registration.

(6) General Body Meeting: -

The Particulars of the last three Annual General Meeting of the Company held as under:

Date of AGM	Financial Year	Venue / Location of all meeting	Time of Meeting
30.9.2005	2004 -2005	21,2nd Floor National Chambers, Ashram Road, Ahmedabad - 9	11 A. M.
30.9.2006	2005-2006	Same as above	11 A. M.
17.9.2007	2006-2007	same as above	11 A.M.

**(7) Distribution of Shareholding on 31.03.2008 :-**

On the basis of category

Sr. no	Category	No. of shares	% of paid up capital
1	Resident Indian	27,25,210	30.633
2	Directors	3,83,820	4.315
3	Relative/Friends	49,82,270	56.006
4	Body Corporate	1,15,000	1.293
5	NRI/ NRI company	6,89,700	7.753
TOTAL		88,96,000	100.000

Shareholding Distinction: -

On the basis of Nominal value of each share held

Range of shares	Number of Shareholders	%	Total Holding in Rupees	%
0001 to 5000	905	49.373	30,50,200.00	3.429
5001 to 10000	606	33.060	52,91,000.00	5.948
10001 to 20000	146	07.965	26,17,000.00	2.942
20001 to 30000	46	02.510	12,96,000.00	1.457
30001 to 40000	42	02.291	16,62,000.00	1.868
40001 to 50000	29	01.582	14,33,100.00	1.611
50001 to 100000	25	01.364	22,56,000.00	2.535
100001& above	34	01.855	7,13,54,700.00	80.210
TOTAL	1833	100.000	8,89,60,000.00	100.000

(8) Disclosures :-**Related Party Transactions :-**

Related party transactions are disclosed in notes to the annual accounts. There are no significant related party transactions with the company's promoters, directors, the management, the subsidiaries or relatives that may have potential conflict with the interest of the company at large.

Accounting standards :-

The company has followed all relevant accounting standards while preparing the financial statements.

Proceeds from public issues, right issues, preferential issues etc.: -

No funds have been raised by the company through issue of equity or debt in the form of public or rights or preferential issues during the year.