



**SUVIDHA INFRAESTATE
CORPORATION LIMITED**

(Formerly DairyField Ltd.)

CIN : L70102GJ1992PLC016978

22nd Annual Report 2013-2014



**SUVIDHA INFRAESTATE
CORPORATION LIMITED**
(Formerly DairyField Ltd.)
CIN : L70102GJ1992PLC016978

BOARD OF DIRECTORS

SHRI ASHOK KUMAR GOSWAMI	: CHAIRMAN
SHRI KISHORE KUMAR GOSWAMI	: MANAGING DIRECTOR
SHRI ANUP KUMAR GOSWAMI	: DIRECTOR
SHRI KAMAL K. GAJJAR	: DIRECTOR
SHRI RAKESH SINGH RAGHUVAN SINGH	: 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, 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 – 400072.

SUVIDHA INFRAESTATE CORPORATION LIMITED

CIN:- L70102GJ1992PLC016978

NOTICE

NOTICE is hereby given that 22nd ANNUAL GENERAL MEETING of the members of **Suvidha Infraestate Corporation Limited** will be held on Tuesday, 30th September, 2014 at 11.00 A.M at the Registered office of the company at A-305, 306, Krishna Complex, Opp. Devashish School, Bodakdev, Ahmedabad - 380015 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2014 and Statement of Profit & Loss of the company for the year on that date together with the Auditors' and Director's Report thereon.
2. To appoint a Director in place of Shri Anupkumar Goswami who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Kishore Goswami who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Auditors.

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 other applicable provisions, if any, of the Companies Act, 2013 and rules framed there under, as amended from time to time, J.M.PARIKH & ASSOCIATES, Chartered Accountants (Membership No. 39895), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 25th Annual General Meeting to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provision of Section 14 and all other provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Rakesh Singh, (holding DIN 01477918), who is existing independent director and being fit for appointment as an Independent Director under the provisions of Companies Act, 2013 and is consented to become Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to March 31, 2019."

7. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.

Mukundrai Vadher, (holding DIN 01352654),, who is existing independent director and being fit for appointment as an Independent Director under the provisions of Companies Act, 2013 and is consented to become Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to March 31, 2019."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180 (1)(c) of Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),if any, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company, to borrow money, where the money to be borrowed, together with the money already borrowed by the company will or may exceed aggregate of its paid up share capital and free reserves, apart from the temporary loans obtained from the company's banker in the ordinary course of business, subject to the condition that such borrowing shall not exceed Rs. 50,00,00,000 (Rupees Fifty Crores only) over and above the aggregate of the paid-up capital of the Company and its free reserves, on such terms and conditions as the Board may consider necessary and expedient in the best interest of the Company."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the rules notified thereunder and the Articles of Association of the Company and such other approvals as may be necessary, approval of the shareholders' be and is hereby accorded to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/ to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable / immoveable properties of the Company, both present and future and /or whole or any part of undertaking(s) of the Company in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed / to be availed by way of loan(s) in foreign currency and/or rupee currency and Securities (comprising fully / partly Convertible Debentures and/or Non-Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments) issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges prima on prepayments, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s), Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s), in respect of the said loans / borrowings / debentures / bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s)."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board / Committee of the Board or officers authorized by them in this regard be and are hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulties or doubts that may arise with regard to borrowings and creating mortgages / charges as aforesaid."

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 186 of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof for the time being in force), if any, the consent of the members be and is hereby accorded to the Board of Directors to make any loans or investments or to give any guarantees or to provide security in connection with a loan made by any other person to, or to any other person by, a body

corporate as the Board of Directors may think fit, for an amount exceeding 60% (sixty per cent) of its paid up share capital, free reserves and securities premium account or 100% (one hundred per cent) of its free reserves and securities premium account or an amount aggregating up to Rs. 500 Crore (Rupees Five Hundred Crore only) whichever is higher."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is/are hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans made or guarantees given or securities to be provided and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

By Order of the Board of Directors
For SUVIDHA INFRAESTATE CORPORATION LIMITED

Place: Ahmedabad
Date: 29/05/2014

ASHOKKUMAR GOSWAMI
Chairman
DIN00289515

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**
Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Proxies submitted on behalf of the Company, societies must be supported by appropriate resolution/authority, as applicable.
2. An Explanatory Statement in respect of the above special Businesses as required under section 102 of the Companies Act, 2013 is annexed hereto.
3. The register of members and the share transfer book of the company will remain closed from Saturday, 27th September, 2014 To Monday, 30th September, 2014 (both days inclusive).
4. 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.
5. Green initiative in Corporate Governance: The Government of India, Ministry of Corporate Affairs (MCA) vide its circular no. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 has taken a "Green Initiative" and has allowed companies to make services of documents including Annual Report, Audited Financial Statements, Director's Report, Auditor's Report, etc. to the members through the electronic mode, to the registered email addresses of the members. This is a golden opportunity to contribute to our Nation at large. All you have to do is to register your e-mail address with the Company to receive communication through the electronic mode.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/System Support Services.
7. Members who have not registered their e-mails addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. Voting through Electronic means
 - I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote till the 25th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

The instructions for e-voting are as under:

- i. Open your web browser during the voting period, from 26th September, 2014 (9.30 a.m) to 26th September, 2014 (5.30 p.m) and log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" tab.
- iii. Select the Electronic Voting Sequence Number – "EVSN" along with the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- iv. Fill up the following details in the appropriate spaces:

	For members holding shares in Demat Form	For members holding shares in Physical Form
User-ID	For CDSL: 16 digits beneficiary ID	Registered Folio Number
Password <ul style="list-style-type: none"> For Shareholders who have voted before on CDSL's e-voting system. 	Enter your existing password	Enter the Unique password printed on the attendance slip
<ul style="list-style-type: none"> For Shareholders using the system for the first time 	Enter the Unique password printed on the attendance slip	
PAN or Default Number*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department	Enter the Default Number 12345

** Members who have not updated their PAN with the Company/Depository Participant are requested to use 'DEFAULT NUMBER' in the PAN field.*

- i. After entering these details, click on "SUBMIT".
- ii. Members holding shares in Physical form will be redirected to the voting screen.
- iii. Members holding shares in Demat form will now reach Password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password is to be also used by the Demat holders for voting resolution(s) 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.
- iv. You can update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CSDL e-voting system in future.
- v. Members holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any other company, must use their existing login id and password.
- vi. For Members holding shares in Physical form, the password and default number can be used only for e-voting on the resolution contained in this Notice.
- vii. On the voting page, you will see Resolution with its description and against the same the option 'YES/NO' for voting. Enter the number of shares (which represents number of votes) under YES/NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding, otherwise your vote will not be counted.
- viii. Click on the Resolution File link if you wish to view the entire Notice.
- ix. 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.
- x. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

- xi. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at _jvparikh@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com In case you have any queries or issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com or _dairy_field@yahoo.co.in
 - xii. II. The e-voting period commences on 26th September, 2014 (9.30a.m) and ends on 26th September, 2014 (5.30 p.m). During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date: 22nd August, 2014, may cast their vote electronically.
 - III. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 29th August, 2014.
 - IV. Shri Jatin Parikh, Chartered Accountant in Practice (Membership No. 33811) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - VI. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.suvdha-group.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.30 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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

This explanatory statement is provided though strictly not required as per section 102 of the Act.

M/s J.M.PARIKH & ASSOCIATES, (ICAI Firm Registration No. 11800W), Chartered Accountants (CAs), Mumbai were appointed as the statutory auditors of the Company for financial year 2013-14 at the Annual General Meeting (AGM) of the Company held on September 2nd, 2013.

As per the provisions of section 139 of the Act, no company can appoint or re-appoint an audit firm as auditor for more than five consecutive years. Section 139 of the Act has also provided for compliance from the date of commencement of the Act. In view of the above, M/s J.M.PARIKH & ASSOCIATES, being eligible for re-appointment, the Board of Directors has, at its meeting, proposed the appointment of M/s J.M.PARIKH & ASSOCIATES as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this AGM till the conclusion of the 25th AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM).

The Board recommends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Item No. 5

The Articles of Association "AOA" of the Company as presently in force was adopted at the time of incorporation of the Company. The existing AOA are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

The Act is now largely in force and with the coming into force of the Act several regulations of the existing AOA of the Company require alteration or deletion in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles based on Table F of the Act as applicable to Company limited by

shares.

Thus, it is proposed to adopt new set of AOA of the Company as mentioned in the Resolution. A copy of new set of Articles of Association of the Company is available for inspection by the members of the Company at its registered office between 11.00 a.m. to 4.30 p.m. on any working day.

None of the Directors of the Company or their relatives or Key Managerial Persons of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolutions set out in at Item No. 4 of the Notice.

Item No. 6 & 7

The Provisions of Companies Act, 2013 with respect to appointment and tenure of the Independent Directors has come into effect. As per the provisions of Companies Act, 2013, Independent Directors shall be appointed for not more than two terms of five years each and that the Independent Directors shall not be liable by rotation at every Annual General Meeting. Directors who have already served the Company as Independent Directors for more than five years, as on 1st October, 2014 shall be eligible for appointment for not more than one term of five years as provided under clause 49 of Listing Agreement as amended by SEBI circular dated 17th April, 2014.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013. Accordingly, the Independent Directors will serve a maximum of two tenures of five years each on the Board of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Rakesh Singh, and Mr. Mukundrai Vadher, being eligible have offered themselves for appointment as Independent Directors on the Board of the Company.

The Company has received notices in writing under the provisions of Section 160 of the Companies Act, 2013, from members along with the deposit of Rs.1, 00,000/- each proposing the Candidature of the above Directors for the office of Independent Directors, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received notices from Mr. Rakesh Singh and Mr. Mukundrai Vadher (i) consent in writing to act as Director in form Director in Form DIR-2 pursuant to Rule 8 of Company (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form Dir-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified from being appointed as Directors under sub-section (2) of section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that they met the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Rakesh Singh and Mr. Mukundrai Vadher fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Directors of the Company. Copy of the draft letter of Appointment of Independent Directors setting out their 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.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than Mr. Rakesh Singh and Mr. Mukundrai Vadher, for their respective appointments, is concerned or interested, financial or otherwise, in these Resolutions. The Board recommends the Ordinary Resolution set out in Item 6 and 7 for approval of Members

Item No. 8 & 9

The Companies Act, 2013 has been notified to become effective from 1st April 2014. The provisions of Section 180(1)(c) of the Companies Act 2013, provide that the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the company by a special resolution. It is, therefore, proposed to seek the approval of the shareholders to the borrowing limits of Rs. 50 Crore (apart from temporary loans obtained from company's bankers in the ordinary course of business) for both domestic and foreign currency borrowings under section 110 of the Companies Act, 2013 by way of a Special Resolution. Similarly the approval of shareholders was also obtained by way of ordinary resolution to create security or charge on the assets of the Company for the purposes of the borrowings. The mortgage and/or charge by the Company on its moveable and/or immoveable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the Lender(s), may be regarded as disposal of the Company's undertaking(s) within the meaning of

section 180(1)(a) of the Companies Act 2013 which provides for approval of shareholders by a Special Resolution. Hence, approval of the shareholders is solicited vide Resolution No. 2. The Board of Directors of your Company recommends the Special Resolutions as set out in Item No. 9 & 10 in the accompanied notice for approval of the Shareholders through postal ballot.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

Item No.10

In the opinion of the board the company may, in near future in order to carry out business operations the company may have to give loans or make investment or to extend guarantee or the company may have to provide security. In this regard it is to be mentioned that as per the provisions of the section 186 of the Companies Act, 2013, the board of director is required to take approval of the members by way of special resolution in order to make any loans or investments or to give any guarantees or to provide security in excess of the prescribed limits under the said Act.

Under companies act, 1956 private company was exempted under the ambit of section 372A, however in terms of section 186 of the Companies Act, 2013 read with Companies (Meeting of Board and its power) Rules, 2014 as amended from time to time and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, such exemption is withdrawn.

Under these circumstances, it is considered advisable and desirable to have the consent of the Members for fixing a higher limit for such purpose, namely (i) to the extent of Rs. 50,00,00,000 (Rupees Fifty Crores only) or (ii) 60% of the aggregate of the paid-up share capital and free reserves and securities premium account or (iii) 100% of its free reserves and securities premium account, whichever is higher.

The Directors are satisfied that this resolution would be in the interest of the Company and its members and accordingly recommend the Resolutions for your approval. Your Directors recommend the Resolution in item no. 11, as a Special Resolution for your approval.

The Board of Directors recommend passing of the Resolution as a special resolution of the accompanying notice for

By Order of the Board of Directors
For SUVIDHA INFRAESTATE CORPORATION LIMITED

Place: Ahmedabad
Date: 29/05/2014

ASHOKKUMAR GOSWAMI
Chairman
DIN00289515

**Brief Resume of Directors proposed to be reappointed.
(in term of Clause 4 of the listing Agreement)****Brief Profile of Directors is as follows:-**

Name of Director	Mr. Rakesh Singh	Mr. Kamal Gajjar	Mr. Mukundrai Vadher
Date of Birth	28.07.1971	08.03.1960	27.09.1953
Date of Appointment of Director	30.12.2005	30.12.2005	30.12.2005
Expertise in specific Functional area	Govt. Liaison & Procurement	Planning & valuation	Land Procurement & administration
Qualifications	B.sc	Architect	Commerce Undergraduate
Directorship	NIL	NIL	NIL
Shareholding of Director in the Company	86000	NIL	NIL

DIRECTORS' REPORT

To
The Members of
SUVIDHA INFRAESTATE CORPORATION LIMITED

Gentlemen,

The Board of Directors present herewith the 21st Annual Report along with Audited Accounts and Report of the Auditors thereon for the year ended on 31st March 2013.

FINANCIAL RESULTS

[Rs. In Rs.]

PARTICULARS	YEAR ENDED 31/03/2014 AMT. RS.	YEAR ENDED 31/03/2013 AMT. RS.
Total Income	23261974	14448536
Total Expenditure	20358895	13618918
Profit/(Loss) Before Tax	2903079	829618
Less: Provision for Taxation	450000	Nil
Less: Deferred Tax	1844136	9961689
Profit/(Loss) After Tax	608943	10791307
Loss Brought Forward From Previous Year	(93369983)	(104161290)
Balance Transferred to Balance Sheet	(92761040)	(93369983)

OPERATIONS

The Sales of the Company was Rs. 221 Lakhs in the current year as against last year Rs. 141 Lakhs. The profit before tax was Rs. 29.03 lakhs compared to profit before tax of Rs. 8.30 lakhs in the previous year. However, due to deferred tax of Rs. 18.44 lakhs which is only a book entry, the profit after tax become Rs. 6.08 lakhs. Your directors are hopeful of achieving higher sales and higher profit in the next year.

The company has decided to develop 70 plots of different carpet area under a scheme known as 64 Park Avenue. Up to end on March 2014, 31 plots were booked. 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 near future.

DIVIDEND

In view of the accumulated losses, your directors do not propose dividend for the year 2013-14.

DEPOSITS

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