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**SUVIDHA INFRAESTATE  
CORPORATION LIMITED**

(Formerly DairyField Ltd.)

CIN : L70102GJ1992PLC016978

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**27<sup>th</sup> Annual Report 2018-2019**

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

### **BOARD OF DIRECTORS**

SHRI KISHORE K. GOSWAMI	:	MANAGING DIRECTOR
SHRI ASHOKKUMAR K. GOSWAMI	:	WHOLE-TIME DIRECTOR
SHRI ANUPKUMAR K. GOSWAMI	:	WHOLE-TIME DIRECTOR & CFO
SHRI KAMAL K. GAJJAR	:	INDEPENDENT DIRECTOR
SHRI HEMANG Y. SHAH	:	INDEPENDENT DIRECTOR
SMT. JAINI MEHULBHAI JHAVERI	:	INDEPENDENT DIRECTOR

### **AUDITORS**

**M/S. PURNESH R. MEHTA & CO.**  
CHARTERED ACCOUNTANTS

### **COMPANY SECRETARY / COMPLIANCE OFFICER**

**MS. NIKITA MUKESH BARBHAYA**

### **REGISTERED OFFICE**

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

### **BANKERS**

I.D.B.I. BANK  
INDIAN BANK

### **SHARE TRANSFER AGENT**

**LINK INTIME INDIA PRIVATE LIMITED**  
C-101, 247 PARK, L B S MARG,  
VIKHROLI (WEST), MUMBAI – 400083  
E-MAIL: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

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## NOTICE

**NOTICE** is hereby given that the **27<sup>TH</sup> ANNUAL GENERAL MEETING** of the members of **M/S. SUVIDHA INFRAESTATE CORPORATION LIMITED** (the Company) will be held on **Friday, 20<sup>th</sup> Day of September, 2019 at 11.00 a.m.** at the Registered office of the company situated at A-305, 306 Krishna Complex, Opp. Devashish School, Bodakdev, Ahmedabad-380 054, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year March 31, 2019 together with the Reports of Directors and the Auditor's thereon.
2. To appoint a Director in place of Mr. Anupkumar K. Goswami (DIN:00289603), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. **Reappointment of Mr. Kamal Kantilal Gajjar(DIN No:01349105) as an Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and as recommended by Nomination and Remuneration Committee, **Mr. Kamal Kantilal Gajjar (DIN No: 01349105), Independent Non Executive Director** of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and **who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of 5 consecutive years from 14<sup>th</sup> November, 2019 upto 13<sup>th</sup> November, 2024.”**

By Order of the Board of Directors  
**FOR, SUVIDHA INFRAESTATE CORPORATION LIMITED**

Place : Ahmedabad  
Date : 07.08.2019

**Nikita Barbhaya**  
Company Secretary

**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. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 with respect to **Item No.03** of the Notice is annexed hereto and forms part of this Notice.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. ***The Register of Members and Share Transfer Registers of the Company will remain closed from Wednesday, 18<sup>th</sup> September, 2019 to Friday, 20<sup>th</sup> September, 2019 (both days inclusive).***
7. 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.
8. Corporate members, intending to depute their authorised representatives to attend the meeting pursuant to Section 113 of the Act, are requested to send to the Company a duly certified true copy of the Board Resolution/Power of Attorney authorising their representatives to attend and vote on their behalf at the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
9. 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.
10. 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***
11. The Annual Report and all necessary documents (i.e. Attendance Slip, Proxy Form and Ballot Form) of the Company for the year 2018-19, circulated to the Members of the Company, is available on the Company's website viz. [www.sicl.in](http://www.sicl.in).

12. (a) Members are requested to notify immediately any change of address:
  1. to their Depository Participants ("DPs") in respect of the shares held in electronic form;
  2. to the Company; and
  3. Registrar and Transfer Agents viz. **Link Intime India Private Limited** ("RTA"), in respect of the shares held in physical form together with a proof of address viz. electricity bill, telephone bill, aadhar card, voter ID card, passport, etc.

(b) In case the mailing address mentioned on this Annual Report is without the PIN code, Members are requested to kindly inform their PIN code immediately.
13. 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:  
[info@suvidhaprojects.com](mailto:info@suvidhaprojects.com)

**The Notice of the AGM along with the Annual Report 2018-19** 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.
14. 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.
15. Pursuant to amendment to Regulation 40 of SEBI (LODR) Regulations read along with BSE Circular dated 5<sup>th</sup> July, 2018 and dated 1<sup>st</sup> February, 2019, wherein with effect from 1<sup>st</sup> April, 2019 request for effecting transfer of securities shall not be processed unless the securities are held in the Dematerialised form with the depository. Therefore, the RTA of the Company will not be accepting any request for transfer of shares in physical form with effect from 1<sup>st</sup> April, 2019 except in case of request received for transmission or transposition of physical shares. The shareholders are therefore requested to dematerialize the said shares at the earliest to avoid any inconvenience in future for transferring those shares.
16. In the general interest of the Members, it is requested of them to update their bank mandate / NECS / Direct credit details / name / address / power of attorney and update their Core Banking Solutions enabled account number:
  - For shares held in physical form: with the Registrar and Transfer Agent of the Company.
  - For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.
17. 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.
18. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting, the relevant details of Director seeking re-appointment are provided as below:

**Brief Resume of Director proposed to be re-appointed, in term of Regulation 36(3) of the listing Regulation**

Name of the Director	Anupkumar K. Goswami	Kamal Kantilal Gajjar
Date of Birth	31.01.1961	08.03.1960
Directors Identification Number (DIN)	00289603	01349105
Age	58 Years	59 Years
Qualification	B.Com	Architect
Expertise in Specific Area	Finance	Real Estate
Date of First Appointment on Board of the Company	31.10.2002	30.12.2005
Shareholding in Company	1,25,360 shares held	Nil
List of Directorship held in other companies	(1) Envy Capital Trust Pvt. Limited (2) Suvidha Enterprises Private Limited (3) Optimus Lifestyle Private Limited (4) Recoll Realty Private Limited	Nil
Membership/ Chairmanships of Audit and Stakeholder relationship committees	1. Stakeholders Relationship Committee.	1. Stakeholders Relationship Committee. 2. Nomination and Remuneration Committee. 3. Audit Committee.

19. A Route map showing directions to reach the venue of Annual General Meeting is given on Pg. No. 71 of this Annual Report as per the requirement of the Secretarial Standards-2 on "General Meeting."
20. Non-resident Indian Members are requested to inform the Company or RTA or to the concerned DPs, as the case may be, immediately:
- the change in the residential status on return to India for permanent settlement;
  - the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
21. **Voting through electronic means**
- 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 (SS-2) 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 27<sup>th</sup> 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.
- IV. **Commencement of e-voting** **From (09.00 a.m. IST) on 17.09.2019**  
**End of e-voting** **Upto (05.00 p.m. IST) on 19.09.2019**  
**Cut-off Date** **13.09.2019**
- V. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- VI. The company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide e-voting facilities.
- VII. 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.
- VIII. 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.
- IX. "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.
- X. Instruction for remote e-voting
- (i) The voting period begins on **Tuesday 17th September, 2019 at (09.00 A.M. IST) and ends on Thursday, 19th September, 2019 at (05.00 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 Friday, 13th September, 2019 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](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. 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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<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"> <li>• 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.</li> <li>• 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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<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"> <li>• 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).</li> </ul>

If you are a first time user follow the steps given below:

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SUVIDHA INFRAESTATE CORPORATION LIMITED> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) 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.
- (xviii) **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](http://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](mailto: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](mailto: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.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) The Board of Directors has appointed Mr. Anish Gupta, Practising Company Secretary (FCS 5733, CP 4092) as Scrutinizer for conducting the remote electronic voting process and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding.
- (xxi) The results declared along with the Consolidated Scrutinizer's report shall be placed on the website of the Company [www.sicl.in](http://www.sicl.in). The results shall simultaneously be communicated to the Stock Exchanges.
- (xxii) Route map giving directions to the venue of the meeting is annexed to the Notice.