

# **SUVIDHA INFRAESTATE**CORPORATION LIMITED

(Formerly DairyField Ltd.) CIN: L70102GJ1992PLC016978

22<sup>nd</sup> Annual Report 2013-2014



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, 7<sup>TH</sup> 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 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 ASHOKKUMAR GOSWAMI

Date: 29/05/2014 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:

User-ID	For members holding shares in Demat Form For CDSL: 16 digits beneficiary ID	For members holding shares in Physica Form Registered Folio Number
Password  • 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
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

<sup>\*</sup> 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 evoting 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 evoting 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 ASHOKKUMAR GOSWAMI

Date: 29/05/2014 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	30.12.2005	30.12.2005	30.12.2005	
Director				
Expertise in specific	Govt. Liaison &	Planning & valuation	Land Procurement &	
Functional area	Procurement		admini stration	
Qualifications	B.sc	Architect	Commerce	
			Undergraduate	
Directorship	NIL	NIL	NIL	
Shareholding of Director	86000	NIL	NIL	
in the Company				

## **DIRECTORS' REPORT**

To The Members of

## SUVIDHA INFRAESTATE CORPORATION LIMITED

Gentlemen,

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

#### **DIRECTORS**

Shri Anupkumar Goswami and Shri Kishore Goswani Directors of the company retire by rotation at the ensuing Annual General Meeting of the company and being eligible offers themselves for reappointment.

The Company has three independent Directors, appointed under the Listing Agreement, namely Mr. Rakesh Singh and Mr. MukundraiVadher, who have diverse business/administrative experience and are making significant contribution to the Company. It is proposed to appoint them as Independent Directors, with a fixed tenure of upto five years each at the ensuing Annual General Meeting of the Company, subject to approval of the shareholders, in terms of Section 149 of Companies Act, 2013 (the Act). All abovementioned Independent Directors have also given declarations that they meet the criteria of independence as provided in sub-section 6 of Section 149 of the Act.

## 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;
- 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 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.

#### **AUDITORS**

As per the provisions of section 139 of the Companies Act, 2013 M/S J.M.Parikh& Associates, Chartered Accountants, Ahmedabad auditors of the Company, hold the office from the conclusion of this annual general meeting until the conclusion of 25th Annual General Meeting subject to ratification of Appointment at every Annual General Meeting.

Further the auditors have confirmed their willingness and eligibility for appointment and have also confirmed that their appointment, if made, will be within the limits under section 141 (3) (g) of the Companies Act, 2013.

The Auditors have given several remarks in the CARO Report. The remarks and the response of the Management are given as follows:

1. Clause 4 (vi)

The company is taking necessary steps to regulate the matters.

2. Clause 4 (x)

While there are accumulated losses and more than 50% of Net worth of company is wiped out. The company has made a profit during the year under report and immediately preceding previous year & the directors are hopeful that over a period of time all the losses shall be wiped out.

#### **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 SUVIDHA INFRAESTATE CORPORATION LIMITED

Place: Ahmedabad ASHOKKUMAR GOSWAMI

Date: 29/05/2014 Chairman DIN00289515

### **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) GOVERNANCE STRUCTURE

The Corporate Governance structure at Suvidha Infraestate Corporation Ltd. is as follows:

- 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.
- Committees of the Board: The Board has constituted the following Committees viz, Audit Committee, Remuneration and the Committee of Directors (which also act as the Shareholders Grievance Committee.) Each of the said Committee has been mandates to operate within a given framework.

#### (3) 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 2013-14 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 6 (six) 01.04.2013, 29.05.2013, 12.08.2013, 31.10.2013, 16.01.2014, 13.02.2014 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.	Name of Directorship		No of	Last	No of other	No. Of	Relationship
No.	Traine of Bire eteronip	Category of	Board of	AGM	Directorshi	Committee	inter-se
1.0.		Directorshi	Meetings	Attended	p in Public	Membership	Directors
		р	Attended		Ltd. Co.	held (excluding	
		r				Private Cos.)	
1	Ashokkumar Goswami	Director \$	5	YES	NIL	NIL	Related with
							Kishorekumar
							& Anupkumar
							Goswami
2	Kishorekumar	Director \$	6	YES	NIL	NIL	Related with
	Goswami						Ashokkumar,
							Anupkumar
							Goswami, &
							Kamal Gajjar
3	Anupkumar Goswami	Director \$	6	YES	NIL	NIL	Related with
							Ashokkumar
							&
							Kishorekumar
							Goswami
4	Kamal K. Gajjar	Director	6	YES	NIL	NIL	Related with
							Kishorekumar
							Goswami
5	Rakesh R. Singh	Independen	6	YES	NIL	NIL	
		t Director					
6	Muk und rai P. Vadher	Independen	6	NO	NIL	NIL	
		t Director					

\$ Indicates Promoter Director.

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

A brief resume of Directors seeking re-appointment at the ensuing Annual General Meeting is in notes to the Annual Report.

#### (5) Audit Committee :-

Composition of committee, Meeting and Attendance of each member at Meetings:

During the year under review four (4) Audit Committee meeting were held viz 29.5.2013, 12.8.2013, 31.10.2013 and 13.2.2014

Name	Category	Status in the Committee	Out of meeting Attended
Rakesh R. Singh	Independent Director	Chairman	4
Kamal K. Gajjar	Independent Director	Member	4
Mukundrai Vadher	Independent Director	Member	4

The constitution of the audit committee is in line with the provision of clause 49 of the listing agreement with the stock exchange read with Section 292 A of the Companies Act 1956. Mr. Kishore K. Goswami held the office of compliance officer and acted as secretary to the committee.

The primary Objective of the Audit committee is to monitor and effectively supervise the Companies financial reporting process with a view to provide accurate, timely and proper disclosures with integrity and quality of the financial reporting

#### Terms of Reference:

The terms of reference/ power of the Audit Committee has been specified by the Board of Directors as under:

- A. The Committee has the following powers:
  - (a) To investigate any activity within its terms of reference.
  - (b) To seek information from any employee.
  - (c) To obtain outside legal or professional advice,
  - (d) To secure attendance of outsiders with relevant expertise, if it considers necessary.
- B. The role of Audit committee shall include the following:
  - (a) Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
  - (b) Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
  - (c) Reviewing with management the annual financial statement before submission to the board, focusing primarily on:
    - 1. Any change in accounting policies and practices.
    - 2. Major accounting entries based on exercise of judgment by management.
    - 3. Qualifications in draft audit report.
    - 4. Significant adjustment arising out of audit.
    - 5. The growing concern assumption.
    - 6. Compliance with accounting standards
    - 7. Compliance with stock exchange and legal requirement concerning financial statements.
    - 8. Any related party transaction i.e. transaction of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the company at large.
  - (d) Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
  - (e) Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - (f) Discussion with internal auditors any significant finding and follow up thereon.
  - (g) Reviewing the finding of any internal investigation by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
  - (h) Discussions with external auditors before the audit commence nature and scope of the audit as well as have post-audit discussion to ascertain any area of concern.
  - (i) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders(in case of non-payment of declared dividends) and creditors.

#### C. Information for Review:

- (a) Management discussion and analysis of financial condition and results of operations.
- (b) Statement of significant related party transactions (as may be defined by the audit committee), submitted by the management.
- (c) Management letters/letters of internal control weaknesses issued by the statutory auditors.
- (d) Internal audit reports relating to internal control weaknesses.
- (e) Appointment, removal and terms of remuneration of the Internal Auditors.

#### 6. Remuneration Committee:-

Remuneration Committee was formed with the objective to recommend and review compensation plans of the Managerial Personnel based on their performance, defined assessment criteria and job responsibilities, the Board deemed fit to entrust the said committee with the additional terms of reference under SEBI Guidelines.

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

Name	Category	Status in the Committee	Out of 1 meeting Attended
Rakesh R. Singh	Independent Director	Chairman	1
Kishorekumar Goswami	Promoter Director	Member	1
Kamal K. Gajjar	Non-Executive Director	Member	1

#### Terms of reference:

- (a) To review & approve/recommend the remuneration of Managerial Personnel like Managing Director and whole Time Directors.
- (b) To review & recommend the remuneration policy of Non-Executive Directors of the Company.
- (c) To perform such other function as may be detailed in the Remuneration Committee under Schedule XIII of the companies Act, 1956.
- (d) To discharge such other functions or exercise such powers as may be delegated to the Committee by the Board from time to time.

#### Remuneration Policy and details of Remuneration to Directors:

The details of remuneration paid to Shri Kishore Goswami, Managing Director for the year ended 31st March 2014 is given below:

Basic Salary	Rs. 6,00,000/-
Perquisites	Nil
Others	Nil
Company's contribution to PF	Nil
Total	Rs. 6,00,000/-

#### 7) Remuneration to Non executive Director:-

Non – executive director of the company are not paid any remuneration or sitting fees for attending Board/committee meeting.

#### 8) Shareholders/Investor's Grievance Committee:-

The constitution of the Investors Grievance Committee is in line with the provision of Clause 49 of the listing agreement with the stock exchange. Mr. Rakesh Singh held the office of 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 Committee	Out of meeting Attended
Rakesh R. Singh	Independent Director	Chairman	4
Kamal K. Gajjar	Non-Executive Director	Member	4
Ashokkumar Goswami	Promoter Director	Member	4

During the financial year 2013-14, Meetings of the shareholder's / Investor's Grievance Committee were held on once in every quarter from the period 1-4-2013 to 31-3-2014 and all the meetings have been attended by most of the members of the committee.

#### Details of complaints received and redressed:

Numbers of complaints outstanding as on 01.04.2013	-	NIL
Number of complaints received from the investors	-	1
From 01/04/2013 to 31/03/2014		
Number of complaints solved to the satisfaction of the	-	1
Investors as on 31/03/2014		
Number of complaints pending as on 31/03/2014	-	NIL

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 complaint regarding transfer of Shares, non-receipt of Annual Reports and reviewing the share transfer process and status of share transfers pending for registration.

### 9) 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 meeting	Time of Meeting
28.09.2011	2010-2011	A305-307 Krishna Complex Bodakdev, Ahmedabad-54	
10.09.2012	2011-2012	A305-307 Krishna Complex Bodakdev, Ahmedabad-54	
02.09.2013	2012-2013	A305-307 Krishna Complex Bodakdev, Ahmedabad-54	

#### 10) Special Resolution :-

The Board of Directors passed a special resolution on 25<sup>th</sup> November, 2010 to change the name of your company from DairyField Limited to Suvidha Infraestate Corporation Limited. No other Special resolutions were put through in last three years Annual General Meeting and no extra ordinary General meeting were held during the year 2013-2014.

### 11) Disclosures:-

#### **Related Party Transactions:-**

Details of all Related party transactions form a part of the accounts as required under Accounting Standards (AS) 18 and the same forms part of Annual Report.

#### Accounting standards:-

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

#### Proceeds from public issues, right 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.

#### **Directors:-**

The company has a system where all the directors or senior management of the Company are required to disclose all pecuniary relationship or transactions with the Company. There is no material pecuniary transaction with any Non-Executive as well as Independent Directors of the Company that requires a separate disclosure.

#### **Whistle Blower Policy**

Our Whistle blower policy encourages disclosure in good faith of any wrongful conduct on a matter of general concern and protects the whistle blower from any adverse personnel action. The Company's personnel have not been denied access to the Audit Committee.

#### **Risk Management:-**

The risk management issues are discussed in the report of Management Discussion & Analysis. The Company has laid down procedure to intimate Board members about the risk assessment and minimization procedure. Such procedures would be reviewed periodically within the given framework.

#### **Instances of Non-compliance:-**

The Company has complied with Mandatory Requirements of Corporate Governance. As regards the Non-Mandatory Requirements of Corporate Governance code, they are complied with to the maximum extent.

#### **CODE OF CONDUCT**

The Board of Directors of the Company adopted a code of conduct and the same has been posted on company's website.

#### (12) Means of Communication:-

Your Company's Quarterly, Half yearly and Audited financial Results are sent to the Stock Exchange immediately after they have been taken on record / approved by the Board. The Company made no formal presentation to the Institutional Investors or Analysts.

#### The Management Discussion & Analysis Report (MDA)

The management of Suvidha Infraestate Corporation Limited presents its analysis covering the performance of the company during the year 2013-2014 and an outlook for the future.

#### **INDUSTY STRUCTURE:**

Your Company was engaged in the business of dairy products and no manufacturing activity has been carried out since 2001. The company has changed the main object to real estate and infrastructure business pursuant to the Special Resolution passed through postal ballot concluded on the 25th November, 2010.

#### **PERFORMANCE:**

The company's main business was into dairy products, which has recently been changed to real estate and infrastructure.

The Company is in near completion stages of its first project '64 Park Avenue' a 70weekend homes project at NH8C Chiloda-Prantij Highway, Village Chandrala, Taluka and District Gandhinagar.

#### SEGMENT-WISE PERFORMANCE:

The Company is not manufacturing any products. Thus no segment wise performance is given.

#### THREATS:

The company has not been doing any business in its earlier business activities i.e. dairy industry. The company has changed its main business activities to real estate and infrastructure. The Real estate and infrastructure has undergone significant changes during the past few years. There was a huge boom in

the real estate sector on a pan India basis wherein there was a dramatic rise in the rates of Residential, Commercial as well as land. The sector has seen a correction in the past year and is in process of reconsolidation. This has attributed in the slow down of the company since it was already facing financial strains, however the Company expects another splurge by investors and the revival of the sector in the very near future.

## **EXPLORATION:**

The management has diversified business activities to the construction and real estate development business. It will take some time to properly explore the area and use the expertise of the Management in the real estate business to get the results.

#### STRENGTHS:

The promoters and management of the Company has a strong technical knowledge and experience in the real estate development business. Their experience and expertise in the construction and real estate development business has been used as a tool to overcome some of the losses incurred during the previous years and generate the profits in the coming years.

#### **OPPORTUNITIES AND OUTLOOK:**

On the domestic front, progressive policies impacting the infrastructure, real estate, manufacturing and core sectors of the economy has opened up a large vista of opportunities. Overall the Indian Real Estate Development Industry continues to move on a fast trace and outlook for the most of the core sector businesses appears to be positive. The long term outlook for the proposed real estate industry is good. The real estate market of Ahmedabad City, after getting Metropolitan city status has been continuous upward trend and the company has started its operation in real estate business.

#### RISKS AND CONCERNS:

Your company is working essentially in global market place. Global macro economic factors remain permanent risks attached to our existing and proposed business. Further the booming market has seen new players entering the markets, which will also be a concern. However the capability of providing quality services, timely completion of projects and the excellent performance will provide the competitive edge to the company's proposed business in this sector.

#### INTERNAL CONTROL SYSTEM:

In last five years, the company has concentrated on reduction of fixed expenses and has also reduced direct variables cost. It has concentrated on value added products and optimize on available cash flow. The management is ensuring an effective internal control system to safeguard the assets of the company. Efforts for continued improvement of internal control system are being consistently made in this regard.

#### **HUMAN RESOURCES/INDUSTRIAL RELATIONS:**

Your company believes in a work environment that is congenial to on job learning and encourages team work. It has, therefore, continued to focus on developing the competence of it's staff and employees. Cordial and harmonious relation with employees continued to prevail throughout the year under review.

## General Shareholder's Information: -

1. Annual General Meeting Date: 30th September, 2014

Time: 11. 00 A.M.

Venue: A-305,306, Krishna Complex, Opp. Dev Ashish School,

Bodakdev, Ahmedabad-380054

2. Book Closure Date 27th September, 2014 to 30th September, 2014

**3. Financial Calendar** April, 2014 to March, 2015

#### 4. Reporting of Un audited In respect of financial year 2014-2015

Results for the quarter ending June 30, 2014
Results for the quarter ending September 30, 2014
Results for the quarter ending December 30, 2014
Results for the quarter ending 31<sup>st</sup> March 2015
Annual General Meeting for financial year

Last week of July 2014 (tentative) Last week of October 2014 (tentative) Last week of January 2015 (tentative) Last week of April 2015 (tentative) On or before 30<sup>th</sup> September, 2015

## 5. Listing on Stock Exchange: -

BOMBAY STOCK EXCHANGE 25<sup>th</sup> Floor, P J Tower, Dalal Street, Fort. Mumbai-400001

Scrip Code: 531640

Scrip ID: SICL

## 6. Listing on CDSL

The Company has entered an agreement with Central Depository Services (India) Limited (CDSL) and the **ISIN No. INE936N01010** has been assigned with effect from 22nd Sept. 2012 whereby shareholders have an option to dematerialize their shares.

#### 7. Status of Listing Fees

The Company has paid Listing fees for the year 2014-15 to the Bombay Stock Exchange Limited.

## 8. Registrar and Share Agents

M/s System Support Service, 209, Shivai Indistrial Estate, 89, Andheri Kurla Road, Sakinaka, Andheri East, Mumbai – 400072 Te. No. 91-22-28500865, 30974826/27, Fax91-22-28501438.

## 9. Stock Price Data

Month	Company High (Rs.)	Low (Rs.)	BSE Sensex BSE Sensex (High)	BSE Sensex (Low)
April-13	19.00	19.00	19622.68	18144.22
May-13	=	-	20443.62	19451.26
June-13	-	-	19860.19	18467.16
July-13	•	-	20351.06	19126.82
Aug13	-	-	19569.20	17448.71
Sept13	-	-	20739.69	18166.17
Oct13	-	-	21205.44	19264.72
No v13	ı	-	21 321 .53	20137.67
Dec13	Ī	-	21483.74	20568.70
Jan 14	-	-	21409.66	20343.78
Feb 14	-	-	21140.51	19963.12
March-14	-	-	22467.21	20920.98

## 10. Shareholding Pattern as on 31.03.2014

Sr.No.	Category	No. of Shares	% of paid up Capital
1	Resident Indian	30,84,710	34.68
2	Directors	3,29,310	3.70
3	Relative/Friends	1,14,030	1.28
4	Body Corporate	46,91,350	52.74
5	NRI/NRI Company	6,76,600	7.60
	TOTAL	88,96,000	100.00

## 11. Distribution Schedule As on 31.03.2014

Holding of nominal Value of Shares	No. of Shares	% of Shares	No. of Shareholders	% of Shares
Up to 5000	1530030	17.20	1795	96.66
5001 to 10000	231400	2.60	26	1.40
10001 to 100000	1215850	13.67	27	1.46
100001 & above	5918720	66.53	9	0.48
Total	8896000	100.00	1857	100

## 12. Dematerialization of shares and liquidity

Electronic / Physical	No of Shares	Percentage (%)
NSDL	NIL	0
CDSL	131710	1 .48
Physical	8764290	98.52

#### 13. Share Transfer System:-

All the transfer received in order, are processed within a period of 30 days from the date of receipts.

#### 14. Registered Office:-

A-305-306 Krishna Complex, Opp. Devashish School, Bodakdev, Ahmedabad-380054. Phone: 079-26872845, 079-26872946 Email I.D. dairy\_field@yahoo.co.in

#### 15. Site Location:

Village: Chandrala, National Highway 8 – C Taluka: Gandhinagar, Dist. Gandhinagar, Gujarat.

## 16. Investor Correspondence for transfer, Complaints & information etc.:-

Mr. Kishore K. Goswami A-305,306 Krishna Complex, Opp. Devashish School, Bodakdev, Ahmedabad-380054. Phone: 079-26872845, 079-26872946 Email ID dairy\_grievances@yahoo.in

#### **Declaration**

As the Managing Director of Suvidha Infraestate Corporation Limited and as required by Clause 49(I)(D)(ii) of the Listing Agreement executed with Stock Exchanges, I hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct and Ethics for the Financial Year 2013-2014.

For and on Behalf of the Board of Director

Place: Ahmedabad Date: 29.05. 2014

Anup K. Goswami Director DIN00289603

## **CEO/CFO CERTIFICATE**

To, The Board of Directors, Suvidha Infraestate Corporation Limited Ahmedabad.

We hereby certify that:-

We have reviewed the financial statements and cash flow statement for the said period and that to the best of our knowledge and belief:

These statements together present true and fair view of the Company and are in compliance with existing accounting standards, applicable laws & regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the company during the period which are fraudulent, illegal or violate of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls and we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors, and to the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

#### There are no:

- (a) Significant changes in internal control during the period.
- (ii) Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
- (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

We have fully complied with Accounting manual of the Company and reviewed very carefully the checklists prepared by the Company.

Place: Ahmedabad Date: 29.05. 2014

Anup K. Goswami Director DIN00289603

#### AUDITOR'S CERTIFICATE ON REPORT OF CORPORATE GOVERNANCE

To, The Members, Suvidha Infraestate Corporation Limited Ahmedabad

We have examined the compliance of conditions of Corporate Governance by Suvidha Infraestate Corporation Limited for the year ended March 31, 2014 as stipulated in Clause 19 of the Listing Agreement entered into with the stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the 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 information and according to the explanation given to us and the representation made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that the Registrars and Share Transfer Agents of the Company have maintained records to show the Investors Grievances against the Company and have certified that on 31<sup>st</sup> March, 2014 there were no investor grievances remaining unattended/pending for more than 30 days.

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

Place: Ahmedabad Date: 29.05.2014

For, J.M. Parikh & Associates Chartered Accountants (FRN No. 11800W)

(RAMESH PATHAK)
Partner
( M. No. 033029)



CIN: L70102GJ1992PLC016978

#### **BALLOT FORM**

1)	Name and Registered Address of the sole	:	
	/ First named Member		
2)	Name (s) of the Joint Holder (s) (if any)	:	
3)	Registered Folio No./		
	DP ID No. and Client ID No.	:	
4)	Number of share(s) held	:	
5)	EVSN (e-voting EVSN Number)	:	
6)	User ID & Password	:	If you are registered with CDSL on e-voting system, please use your existing used ID and password. If you are a first time user follow the steps given in Note No. 8 to the AGM Notice.

1) I / We hereby exercise my / our vote(s) in respect of the Resolutions set out in the Notice of the Twenty Second Annual General Meeting (AGM) of the Company to be held on Tuesday, September 30 2014 and at any adjournment thereof by sending my / our assent or dissent to the said Resolutions by placing the tick ( ) mark at the appropriate box below:

Item No.	Resolution	Type of Resolution	No. of Shares	For	Against
1.	Adoption of Statement of Profit & loss, Balance Sheet, Report of Board of Directors of the Company	Ordinary			
2.	Reappointment of Mr. Anup Kumar Goswami as a Director of the Company	Ordinary			
3.	Reappointment of Mr. Kishore Goswami as a Director of the Company	Ordinary			
4.	To appoint the Auditors of the Company.	Ordinary			
5.	Adoption of New Set of Articles	Special			
6.	Appointment of Mr. Rakesh Singh, as an Independent Director	Ordinary			
7.	Appointment of Mr. Mukundrai Vadher as an Independent Director	Ordinary			
8.	Authority to borrow in excess of paid up capital and free reserves	Special			
9.	Creation of Security on the Properties of the Company in Favour of Lenders	Special			
10.	To make any loans or investments or to give any guarantees or to provide security	Special			

Place: Date:	
<b>Note:</b> Please read the instructions carefully before exercising your vote.	(Signature of Member)



## J. M. PARIKH & ASSOCIATES

## **CHARTERED ACCOUNTANTS**

B - 705 ,  $7^{\text{TH}}$  FLOOR , NIRMAN COMPLEX , OPP : HAVMOR RESTAURANT, NAVRANGPURA,AHMEDABAD-380 009. PHONE : 26563949 TELEFAX : 26569093 E-mail : jvparikh@yahoo.com

#### **INDEPENDENT AUDITORS' REPORT**

TO
THE MEMBERS OF
SUVIDHA INFRAESTATE CORPORATION LIMITED

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of SUVIDHA INFRAESTATE CORPORATION LIMITED which comprise the Balance Sheet as at 31st March, 2014 the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of corporate affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by The Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An Audit involves performing procedures to obtain Audit Evidence about the amounts and Disclosures in the Financial Statements. The procedures selected depend on the Auditor's judgments, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to company's preparation and fair presentation of financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An Audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014:
- (ii) In the case of the Statements of Profit and Loss, of the Profit for the year ended on that date; and
- (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
  - a. we have obtained all the information and explanations which to the best of our knowledge and beliefs were necessary for the purpose of our 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 examinations of those books;
  - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statements dealt with by this report are in agreement with the books of accounts;
  - d. in our opinion the Balance Sheet, Statement of Profit and Loss and Cash Flow Statements comply with the Accounting Standards notified under the Companies Act, 1956("the Act") read with the General Circular 15/2013 dated 13<sup>th</sup> September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and
  - e. on the basis of written representations received from the directors as on 31st March, 2014, taken on record by the board of directors, none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of subsection (1) of section 274 of the Companies Act, 1956.

FOR J.M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS FIRM REGISTERATION NO.:- 118007W

Place : Ahmedabad. Date : 29/05/2014 RAMESH PATHAK PARTNER MEMBERSHIP NO:-033029

#### ANNEXURE TO THE AUDITORS' REPORT

# TO THE MEMBERS OF SUVIDHA INFRAESTATE CORPORATION LIMITED

Referred to in paragraph (3) 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 the assets have been physically verified by the management during the year. No discrepancies were found on physical verifications.
  - (c) During the year no Fixed assets were sold and therefore do not affect the going concern status of the company.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - (c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) (a) There are three Companies covered in the register maintained under section 301 of the Companies Act, 1956 to which the Company has granted unsecured, interest free business advances. The maximum amount involved during the year was Rs. 18,12,010/-. The closing balance of the same was Rs. Nil/-.

There is one Firm covered in the register maintained under section 301 of the Companies Act, 1956 to which the Company has granted unsecured, interest free business advance. The maximum amount involved during the year was Rs. 8, 69,460/-. The closing balance of the same is Rs. Nil /-.

- The Company has not granted any business advance to any other party covered in the registered maintained u/s 301 of the Companies Act, 1956
- (b) The company has granted unsecured business advances, to companies covered in the register maintained under section 301 of the Companies Act, 1956. As the said advances are in the nature of business advances, the question regarding the rate of interest and other terms and conditions being prima facie prejudicial to the interest of the company does not arise.
- (c) As the business advances granted by the company are interest free and payable on demand, the question of timely repayment of interest and business advances does not arise
- (d) There are no over due amounts of business advances granted to the companies, firms & other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (e) The Company has not taken any loans, secured or unsecured from any company covered in the register maintained under section 301 of the Act.

The company has taken interest free unsecured loan from one firm covered in the register maintained under section 301 of the Companies Act 1956. The maximum amount involved during the year was Rs 5, 61,982/-. The year end balance of the loan taken from the firm was Rs NIL/-.

The company had taken interest free unsecured loans from fourteen other parties covered in the register maintained under section 301 of the Companies Act, 1956. The

- maximum amount involved during the year was Rs. 2,81,96,018/- and the year end balance of loan taken from such other parties were Rs. 2,12,13,036/-.
- (f) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from Companies listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima-facie, prejudicial to the interest of the Company as the said loans are interest free.
- (g) There is no overdue amount in case of loans taken by the company as the loans are repayable on demand and interest free.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods & services. During the course of our audit, we have not observed any continuing failure to correct major weakness in the internal control system.
- (v) (a) The company has entered into transactions that are required to be entered in the register maintained under section 301.
  - (b) Since the transactions were in the nature of loan given and taken the question of entering the transaction at the prevailing market price does not arise. The interest has not been charged for loan taken as well as given.
- (vi) The company has complied with provisions of section 58A & 58AA of the Companies Act, 1956 with regard to acceptance of deposit from the public except that it has accepted deposits in excess of statutory limits specified, it has not filed the return of deposit and statement in lieu of advertisement with the registrar of companies and has not maintained the necessary liquid assets.
  - According to the information & explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal on the Company in respect of the aforesaid deposits.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We are broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (ix)
  (a) In our opinion and according to the information and explanations given to us, the company has been regular in deposing undisputed dues with the appropriate authorities in respect of professional tax. In respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues are generally regularly deposited with the appropriate authorities except Tax deducted at source where there has been slight delay in few cases.
  - (b) According to the information and explainations given to us no other undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2014 for a period of more than six months from the date of becoming payable.
  - (c) According to the information and explanations given to us, there are no dues of Provident Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of any dispute. The company is in appeal for the disputed dues of Income Tax, Sales Tax. The details of which are as follows.

Sr. No.	Name of the statute	Period of dispute (P.Y)	Amount (Rs. in lacs)	Forum where dispute is pending
A	Gujarat sales tax	1995-96	6,26,342/-	The Company had filed petition with Sales Tax Tribunal. The tribunal directed the Assistant Sales Tax Commissioner (Appeals) to examine the case of the company in view of observation made by the tribunal. The Ass. Commissioner of sales Tax (Appeals) is yet to pass any order
b.	Central sales tax	1995-96	30,64,835/-	do
c.	Gujarat sales tax	1996-97	20,85,375/-	The Company had filed an appeal in Gujarat High Court. The High Court quashed and set aside the order passed by the Tribunal and restored the matters to Tribunal to decide the same on the merits. The appeal is now being heard in Gujarat Value Added Tax Tribunal at Ahmedabad.
d.	Gujarat sales tax	1997-98	17,68,097/-	do
e.	Central sales tax	1997-98	6,46,845/-	do
f.	Income Tax	1998-99	63,970/- After Adj refund of A.Y. 1999- 2000	Commissioner (Appeal)

- (x) In our opinion, the accumulated losses of the company are more than 50 percent of its net worth. The Company has not incurred cash losses during the current financial year covered by our audit. The company has not incurred cash losses in the immediately preceding financial year.
- (xi) In our opinion and according to information and explainations, the company has not defaulted in repayment of dues to bank. The company has not borrowed any money from financial institutions. The company has not issued any debentures.
- (xii) The Company has not granted loans and advances on the basis of security, by way of pledge of shares, debentures and other securities. Accordingly, clause 4(xii) of the Companies (Auditor's Report) Order, 2003 is not applicable.
- (xiii) In our opinion, the Company is not a Chit Fund or a Nidhi / Mutual Benefit Fund / Society. Accordingly, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 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 are not applicable to the Company.
- (xv) In our opinion and according to the information and explanation given to us the Company has not given any guarantees for loans taken by others from Banks or Financial institutions. Accordingly the provisions of clause 4(xv) of the Companies (Auditor Report) Order, 2003 are not applicable.
- (xvi) The term loan was applied for the purpose for which the loan was 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 the company has raised funds on short term basis which have been used for long term investments. The promoters have raised unsecured loans. While the said loans are repayable on demand and therefore short term in nature, the promoters have indicated that the said loans shall be kept for a longer period in the company.
- (xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956. Hence, the question of price of the share being prejudicial to the interest of the company does not arise. Accordingly, clause 4(xviii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (xix) According to the information and explanations given to us, during the period covered by our audit report the company had not issued any debentures. Hence, the question of creating proper security does not arise. Accordingly, clause 4(xix) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (xx) The Company has not raised any money by public issues during the year. Hence, the question of proper end use of the money does not arise. Accordingly, clause 4(xx) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

FOR J.M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS FIRM REGISTERATION NO.:- 118007W

RAMESH PATHAK
PARTNER
MEMBERSHIP NO:-033029

Place: Ahmedabad. Date: 29/05/2014

Reserve & Surplus   3   (92761040)   (8820540)   (11534983   (11	BALANCESHEET AS AT 31/03/2014.				[AMT. RS.]
NOTE   31 Mar-14   31 Mar-13	PARTICULARS			OF CURRENT REPORTING	OF PREVIOUS REPORTING
EQUITY & LIABILITIES		NOTE			
Share Capital   2   83940500   8183500   (93369983   (93761040)   (93369983   (11534983	EQUITY & LIABILITIES				51 Mar. 15
Reserve & Surplus   3   (92761040)   (93369983 (11534963)   (1153496	SHAREHOLDERS' FUNDS:-				
NON CURRENT LIABILITIES:-   Long Term Borrowing	Share Capital	2	83940500		81835000
NON CURRENT LIABILITIES:-   Long Term Borrowing	Reserve & Surplus	3	(92761040)	_	(93369983)
Long Term Borrowing			_	(8820540)	(11534983)
Long Term Borrowing	NON CURRENT LIABILITIES:-				
CURRENT LIABILITIES:   29880647   28589585	Long Term Borrowing	4	21625183		20334125
CURRENT LIABILITIES:-   Trade Payables	Long Term Provisions	5	8255464		8255464
Trade Payables				29880647	28589589
Other Current Liabilities         7         2463426         15237207           TOTAL         32689759         34770008           ASSETS           NON CURRENT ASSETS:- Fixed Assets         8         1908231         1616664           Deferred Tax Assets         9         8117553         996168           Long Term Loans & Advances         10         2053500         7800953           CURRENT ASSETS:         12079284         19379306           Inventories         11         15860671         14047214           Trade Receivables         12         3585758         496757           Cash & Cash Equivalents         13         878846         285974           Other Current Assets         14         285200         560757           TOTAL         32689759         34770008           Significant Accounting Policies & Notes Forming Part of Accounts         1TO 33           As per our report of even date For and on behalf of the Board of Directors         80ard of Directors           CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 118007W         ASHOKKUMAR GOSWAMI CHARRMAN DIN00289615           RAMESH PATHAK         ANUPKUMAR GOSWAMI DIRECTOR DIN00289603           PLACE : AHMEDABAD DIN00289603         PLACE : AHMEDABAD		•	0.400000		0.4704.07
TOTAL  TOTAL  32689759  34770008  ASSETS  NON CURRENT ASSETS:- Fixed Assets  Deferred Tax Assets  Beferred Tax Assets  Deferred Tax Ass					
ASSETS   NON CURRENT ASSETS:-  Fixed Assets   8   1908231   1616664	Other Current Liabilities	7	2463426	-	
ASSETS  NON CURRENT ASSETS:- Fixed Assets 8 1908231 1616664  Deferred Tax Assets 9 8117553 9961688 Long Term Loans & Advances 10 2053500 7800953  CURRENT ASSETS: Inventories 11 15860671 14047214  Trade Receivables 12 3585758 496757 Cash & Cash Equivalents 13 878846 285974 Other Current Assets 14 285200 560757  TOTAL 20610475 15390702  TOTAL 32689759 34770008  As per our report of even date For and on behalf of the Board of Directors CHARTERED ACCOUNTANTS CHARTERED ACCOUNTANTS CHARTERED ACCOUNTANTS CRAMESH PATHAK PARTINER ANUPKUMAR GOSWAMI CHAIRMAN DIN00289615  RAMESH PATHAK PARTINER ANUPKUMAR GOSWAMI DIRECTOR DIN00289603 PLACE: AHMEDABAD CASTE - 29(05/2014)  PLACE: AHMEDABAD				11629652	17/15402
NON CURRENT ASSETS:-   Fixed Assets	TOTAL			32689759	34770008
Fixed Assets   8	ASSETS				
Deferred Tax Assets	NON CURRENT ASSETS:-				
Long Term Loans & Advances	Fixed Assets	8	1908231		1616664
12079284   193793066   CURRENT ASSETS:     Inventories	Deferred Tax Assets	-	8117553		9961689
Inventories	Long Term Loans & Advances	10	2053500		7800953
Inventories	OURDENIT ASSETS			12079284	19379306
Trade Receivables 12 3585758 496757  Cash & Cash Equivalents 13 878846 285974  Other Current Assets 14 285200 560757  TOTAL 32689759 34770008  Significant Accounting Policies & 20610475 15390702  Notes Forming Part of Accounts 1 TO 33  As per our report of even date 60 H A PARIKH & ASSOCIATES 614 ARTERED ACCOUNTANTS 614 ARTERED ACCOUNTANTS 618 ASHOKKUMAR GOSWAMI 618 CHARRAN 618 618 618 618 618 618 618 618 618 618		11	15960671		14047214
Cash & Cash Equivalents					
14   285200   560757   20610475   15390702					
TOTAL  32689759  34770008  Significant Accounting Policies & Notes Forming Part of Accounts  1 TO 33  As per our report of even date For and on behalf of the Board of Directors  CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 118007W  RAMESH PATHAK PARTNER MEMBERSHIP NO. 033029  PLACE: AHMEDABAD DATE: 29/05/2014  DIRECTOR DIN00289603  PLACE: AHMEDABAD	•				
Significant Accounting Policies & Notes Forming Part of Accounts  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 118007W  RAMESH PATHAK PARTNER MEMBERSHIP NO. 033029  PLACE: AHMEDABAD DATE: 29/05/2014	Caron Carrons, accept			20610475	15390702
Significant Accounting Policies & Notes Forming Part of Accounts  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 118007W  RAMESH PATHAK PARTNER MEMBERSHIP NO. 033029  PLACE: AHMEDABAD DATE: 29/05/2014	TOTAL			32689759	34770008
Notes Forming Part of Accounts  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 118007W  RAMESH PATHAK PARTNER MEMBERSHIP NO. 033029  PLACE: AHMEDABAD DATE: 29/05/2014					
As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 118007W  RAMESH PATHAK PARTNER MEMBERSHIP NO. 033029  PLACE: AHMEDABAD DATE: 29/05/2014		1 TO 33			
FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 118007W  RAMESH PATHAK PARTNER MEMBERSHIP NO. 033029  PLACE: AHMEDABAD DATE: 29/05/2014  Board of Directors  ASHOKKUMAR GOSWAMI CHAIRMAN DIN0289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE: AHMEDABAD  PLACE: AHMEDABAD			For	and on hehalf of the	
FIRM REGISTRATION NO. 118007W  ASHOKKUMAR GOSWAMI CHAIRMAN DIN00289515  RAMESH PATHAK PARTNER  MEMBERSHIP NO. 033029  PLACE: AHMEDABAD DATE: 29/05/2014  ASHOKKUMAR GOSWAMI CHAIRMAN DIN00289603  PLACE: AHMEDABAD PLACE: AHMEDABAD	FOR J. M. PARIKH & ASSOCIATES				
PARTNER MEMBERSHIP NO. 033029 DIRECTOR DIN00289603 PLACE: AHMEDABAD DATE: 29/05/2014 PLACE: AHMEDABAD	FIRM REGISTRATION NO. 118007W		CH	AIRMAN	
MEMBERSHIP NO. 033029  DIRECTOR DIN00289603  PLACE: AHMEDABAD DATE: 29/05/2014  PLACE: AHMEDABAD	RAMESH PATHAK		ANII	I IDKI IMAD GOGIVIANI	
DATE · 29/05/2014 PLACE : AHMEDABAD	PARTNER MEMBERSHIP NO. 033029		DIR	RECTOR	
101E · 20/05/2014	PLACE : AHMEDABAD		רום ו		
DITIE . LOIVOILVIT	DATE : 29/05/2014				

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH 2014.

	1	1	FOR THE	[AMT. RS.] FOR THE
PARTICULARS			CURRENT REPORTING PERIOD	PREVIOUS REPORTING PERIOD
	NOTE		2013-14	2012-13
INCOME :-				
Revenue from Operation	15		22199101	14105755
Other Income	16		1062873	342781
TOTAL		_	23261974	14448536
EXPENSES :-				
Project Expenses	17		15986024	9578892
Changes in Inventories	18		(1813457)	(1938978)
Employees' Benefit Expenses	19		1566800	1147545
Finance Cost	20		82423	62270
Depreciation	20		240547	196404
Other Expenses	21		4296558	4572785
TOTAL		<u>-</u>	20358895	13618918
Profit /(Loss) Before Tax			2903079	829618
Tay Eynongo				
Tax Expenses: Current Tax		450000		0
Deferred Tax		450000 1844136		0 9961689
Deletted Tax		1044 130	2294136	9961689
			2294130	9901009
Profit for the period		_	608943	10791307
Basic & Diluted Earning Per share	27			
- Before extra ordinary items			0.07	1.32
- After extra ordinary items			0.07	1.32
Significant Accounting Policies &	. ==			
Notes Forming Part of Accounts	1 TO 33			
As per our report of even date FOR J. M. PARIKH & ASSOCIATES			For and on behalf of the Board of Directors	e
CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 118007W			ASHOKKUMAR GOSV CHAIRMAN DIN00289515	VAMI
RAMESH PATHAK PARTNER MEMBERSHIP NO. 033029			ANUPKUMAR GOSWA DIRECTOR DIN00289603	AMI
PLACE: AHMEDABAD DATE: 29/05/2014		24	PLACE: AHMEDABAD DATE: 29/05/2014	)

#### 1. SIGNIFICANT ACCOUNTING POLICIES:

- 1.1 The Company is a sick industrial undertaking u/s 3 (1) (0) of the Sick Industrial Company (Special Provision) Act, 1985. No manufacturing activities are carried on by the company. However, books of accounts are maintained on a going concern basis.
- 1.2 The Company adopts the accrual concept in the preparation of the accounts.
- 1.3 RECOGNITION OF INCOME & EXPENDITURE
  All Income & Expenditure are accounted for on accrual basis.
- 1.4 FIXED ASSETS & DEPRECIATION:
- A. Fixed assets are stated at cost of acquisition or construction less depreciation. Cost comprises the purchase price and other attributable costs including financing costs relating to borrowed funds attributable to construction or acquisition of fixed assets up to the date the assets is ready for use and adjustments consequent to subsequent variations in rates of exchange.
- B. Depreciation is provided at the rates and in the manner laid down in Schedule XIV to the Companies Act, 1956 on the straight line method in respect of all assets.

#### 1.5 INVENTORIES

- (a) In case of Inventory of raw materials, the raw materials received on the site are treated as consumed in the books of the company.
- (b) Closing Stock of WIP has been valued at cost.

#### 1.6 TAXES ON INCOME:

Provision for Current Tax is computed as per Total Income Returnable under the Income Tax Act, 1961 taking into account available deductions and exemptions.

#### 1.7 DEFERRED TAX:

Deferred tax is recognized, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the difference between taxable incomes and accounting income that originates in one period and is capable of reversal in one or more subsequent periods.

#### 1.8 IMPAIRMENT OF FIXED ASSETS:-

Consideration is given at each Balance sheet date to determine whether there is any indication of impairment of the carrying amount of the company's fixed assets. If any indication exists, an asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor.

#### 1.9 RETIREMENT & OTHER EMPLOYEE BENEFITS:-

There are employees in the company and the following Accounting Policies are followed by the company.

- A. When the company will exceed 10 employees, Gratuity shall be charged to revenue upon the estimates made by the company.
- B. Leave encashment is not charged to revenue as the same is not allowed by the company. The unutilised leaves of the employees are allowed to be carried forward to the next year without any lapse. The employees are encouraged to fully utilise their leaves before they retire. At the time of retirement of any employee if there is any balance of unutilised leaves, then the said balance lapses. Hence, the company does not make any provision for leave encashment.
- C. When the company will exceed 10 employees, The Company shall charge its contribution to provident fund to Profit & Loss Account of the year.

#### **1.10 SALES**

The company is recognizing the sales revenue based on guidance note on recognition of revenue by Real Estate Developers issued by ICAI and is based on percentage completion method.

## NOTES FORMING PART OF ACCOUNTS

			[AMT. RS.]
PARTICULARS		AS AT 31/03/2014	AS AT 31/03/2013
NOTE - 2 SHARE CAPITAL			
Authorised Share Capital 10000000(Pre. Yr. 10000000) Equity Shares of Rs. 10/-	each _	100000000	100000000
Issued & Subscribed & Paid up Capital 8896000 (Pre. Yr. 8896000) Equity Shares of Rs. 10/- ea	ach		
fully paid up. LESS :- Unpaid Calls	88960000 5019500		88960000 7125000
_		83940500	81835000
TOTAL	_	83940500	81835000

#### NOTE:

- 1.The reconciliation of number of shares at the begnning of the year and at the close of the year is not given as there is no change in the paid up capital.
- ${\it 2.} The \ Statement \ of \ Shareholders \ Holding \ More \ than \ 5\% \ Equity \ Shares \ of \ The \ Company:-$

(As certified by management)

PARTICULARS	OF SHAR	% OF HOLDING	NO. OF SHARES	% OF HOLDING
Lake End Investment and Finance Pvt. Ltd.	920000	10.34%	928700	10.44%
Oasis Investment Pvt. Ltd.	1509900	16.97%	1608000	18.08%
Sahyadri Finstock Pvt. Ltd.	1792050	20.14%	1872650	21.05%
Rejendra Patel	600000	6.74%	600000	6.74%

 $Rights, Preferences \ and \ Restrictions \ attached \ to \ Shares:$ 

The Company has one class of equity shares having a par value of Rs. 10/- each. Each sharesholder is eligible for one vote per share held. The Dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholdings.

#### NOTE - 3 RESERVES & SURPLUS

PROFIT & LOSS ACCOUNT Opening Balance Add:- Net Loss/Profit after tax transferred from statement	(93369983)		(104161290)
of Profit & Loss	608943		10791307
Closing Balance		(92761040)	(93369983)
TOTAL	_	(92761040)	(93369983)

### NOTES FORMING PART OF ACCOUNTS

NOTES FORMING PART OF ACCOUNTS			[AMT. RS.]
PARTICULARS		AS AT 3/31/2014	AS AT 3/31/2013
NOTE - 4 LONG TERM BORROWING SECURED:-			
From HDFC Bank (Secured against Hypothecation of Motor Car)		158655	379996
From Kotak Mahindra Prime Ltd (Secured against Hypothecation of Motor Car)		253492	0
UNSECURED:-			
From Related Parties			
- From Directors - From Others	19136686 2076350		10894797 9059332
		21213036	19954129
TOTAL	_	21625183	20334125
Maturity Profile of Secured Loan is as set out below :		DO 1	
	Maturity		
Loan From Bank	2015-16 273638	2016-17 138509	
NOTE - 5 LONG TERM PROVISIONS			
Statutory Dues		8255464	8255464
TOTAL	_	8255464	8255464
NOTE - 6 TRADE PAYABLES			
Micro, Small and Medium Enterprises Others		0 9166226	0 2478195
TOTAL	_	9166226	2478195
NOTE - 7 OTHER CURRENT LIABILITIES Provision for Income Tax (A Y 2014-15) Less: Advance Tax Paid + TDS	450000 (151934)		
Maintainance Deposits Current maturities of long term dues TDS Payable	(	298066 107379 325202 446613	8 8 202862 8
Advance from customers Unpaid Expenses		1221687 64479	14883814 150531
TOTAL	_	2463426	15237207

# NOTES FORMING PART OF ACCOUNTS

NOTE - 8 FIXED ASSETS TANGIBLE ASSETS:

'ANGIBLE ASSETS:										[AMT. RS.]
		GROSS BLOCK (AT COST	CK (AT COST)			DEPRE	DEPRECIATION		NET E	NET BLOCK
PARTICULAR	OP. BAL.	ADD.	DEDU.	CL.BAL.	OP.BAL.	PROV	DEDU.	CL.BAL.	AS AT	ASAT
	01/04/2013	DURING	DURING	31/03/2014	01/04/2013	DURING	DURING	31/03/2014	31/03/2014	31/03/2013
		YEAR	YEAR			YEAR	YEAR			
Motor Card	2009180	532114	0	2541294	439685	235015	0	674700	1866594	1569495
Motor Cycle	58233	0	0	58233	11064	5532	0	16596	41637	47169
TOTAL	2067413	532114	0	2599527	420749	240547	0	691296	1908231	1616664
DDEWINIE VEAD TOTAL	2067442	-		2067442	2E121E	106404		AE0740	1616661	

NOTES FORMING PART OF ACCOUNTS		[AMT. RS.]
PARTICULARS	AS AT 31/03/2014	AS AT 31/03/2013
NOTE - 9 DEFERRED TAX ASSETS		
<u>Deferred tax assets:</u> TIMING DIFFERENCE:		
Unabsorbed business loss	0	975996
Unabsorbed depreciation	8213241	9068543
Total (A)	8213241	10044539
<u>Deferred tax liabilities :</u> TIMING DIFFERENCE:		
Difference in WDV of Fixed Assets as per books and Income Tax	95688	82849
Total (B)	95688	82849
TOTAL [A-B] Net Deffered Tax Assets	8117553	9961689
NOTE - 10 LONG TERM LOANS & ADVANCES (UNSECURED, CONSIDERED GOOD)		
Loans to others	2053500	5119483
Loans to related parties	0	2681470
TOTAL	2053500	7800953
NOTE - 11 INVENTORIES (As taken valued & certified by Management) Stock Of Work in Progress	15860671	14047214
TOTAL	15860671	14047214
NOTE - 12 (Unsecured, considered good) TRADE RECEIVABLES		
Outstanding for more than six months	0	0
Others	3585758_ 3585758	496757 8 496757
TOTAL	358575	8 496757
NOTE - 13 CASH & CASH EQUIVALENTS		
Cash on hand	7618	
Bank Balances	80266	
TOTAL	87884	6 285974
NOTE - 14 OTHER CURRENT ASSETS		
Prepaid Exp.	35597	51161
Advance to suppliers	41300	406011
Deposit	181891	
Other Assets	26412	
TOTAL	285200	560757

NOTES FORMING PART OF ACCOUNTS		IAMT DO I
PARTICULARS	YEAR ENDED 31/03/2014	[AMT. RS.] YEAR ENDED 31/03/2013
NOTE - 15 REVENUE FROM OPERATION		
Sales	2219910	1 14105755
TOTAL	2219910	1 14105755
NOTE - 16 OTHER INCOME		
Profit on redemption of Mutual Fund		0 59621
Interest on Sweep Fixed Deposit	2055	
Sundry balance written off	88600	
Sundry Creditors Written off	15134	
Kasar & Vatva	498	2 10736
TOTAL	106287	3 342781
NOTE - 17 PROJECT EXPENSES		
Aluminium	36878	8 734755
Architech Fees	12500	
Advertisement Board	13262	
Brick Purchase	9604	
Cable	1722	0 356383
Carting	6680	0 1012966
Cement	34040	0 56185
Color	14571	
Consultancy Charges	412500	
Dowelling of Bars		0 265400
Electric - Wires & Others Items	29054	
Electric Connection Equipment Gym	51251 25208	
Furniture	20027	
Glass	13897	
Hardware	12249	
Labour	352627	0 2532105
Land Purchase	147805	0 0
Paver Block	9038	
Pump	9248	
R C C Pipe	3370	
Road Sand Purchase	108345	
SIL Cote	21412 828	
Sleel Appliances	1200	
Stone	10825	
Steel	20743	
Swiming Pool	101947	2 0
Wood	49279	2 0
Wooden Venitain Blinds	5649	
Others - Miscellaneous Purchase	27220	
Miscellaneous Expense for Land development	25005	
Toughan Glass Tapestry	8350 22059	
PVC Pipes		0 5719
Kapchi		0 49755
Sand Purchase		0 544700
Tiles		0 324795
Tubewell		0 250550
Wire Fencing		0 41625
TOTAL	1508603/	0578902
TOTAL	15986024	9578892

		[AMT. RS.]
PARTICULARS	YEAR ENDED 31/03/2014	YEAR ENDED 31/03/2013
NOTE - 18 CHANGES IN INVENTORIES CLOSING STOCK		
STOCK-OF WORK IN PROGRESS	15860671	14047214
LEGG OPENING STOCK	15860671	14047214
LESS: OPENING STOCK STOCK-OF WORK IN PROGRESS	14047214	12108236
Increase / (Degreese) in steel	14047214 (1813457)	12108236 (1938978)
Increase / (Decrease) in stock TOTAL	(1813457)	(1938978)
NOTE - 19 EMPLOYEES' BENEFIT EXPENSES		
Salary Exp. Directors' Remuneration	966800 600000	547545 600000
TOTAL	1566800	1147545
NOTE - 20 FINANCIAL COST		
Interest on Bank loan	74647	59932
Bank Charges	6016	1080
Interest on Late Payment of TDS Interest on Late Payment of Professional Tax	1151 609	1258 0
TOTAL	82423	62270
NOTE - 21 OTHER EXPENSES		
ADMINISTRATIVE & OTHER EXPENSES:- Advertisement Expenses	105000	34329
Audit Fees	22472	22472
Bad Debts	0	166172
Costodial Charges	16854	0
Courier & Postage Exp. Debit Balance written off	6125 3048514	0 3370000
Electrical Expenses	59739	0370000
Electicity consumption Exp.	334567	436576
Insurance	39090	23300
Filing Fees	5000	4000
Internal Audit Fees	11200	0
Legal & Professional Fees	228236	147679
Misc Expenses Plant and Nursery	101980 181956	3053 0
Project Cost	0	144209
Petrol Exps	0	9800
Previous year exps	15000	590
Printing & Stationery	44800	97050
Professional Tax	2400	2400
Penalty Exp	1530	0
Stock Exchange Fees	28090	28090
Registration Fees Repair & maintanince	0 13545	41573 32300
Sundry Debtors written off	13545	5037
Subscription Fees	8000	0
Telephone Exps	0	2000
Transportation Exps	19800	0
Website Exps	2660	1935
Vehicle repairing	0	220
TOTAL	4296558	4572785

CASH FLOW FROM OPERATING ACTIVITIES:   NET PROFIT BEFORE TAX AND PERVIOUS YEAR'S FIGURES   2903079   829618   0	CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.201	4			[AMT. RS.]
NET PROFIT BEFORE TAX AND PERVIOUS YEAR'S FIGURES   2903079   0   0   0   0   0   0   0   0   0		2013-2	2014	2012-	2013
LESS: INTERIM DIVIDEND & DIVIDEND TAX TOTAL ADD: PROVISION FOR PRIOR YEAR NOW WRITTEN BACK ADD: DEFERRED TAX  ADD: DEFERRED TAX  ADD: DEFERRED TAX  ADD: SEGURIA SASSITS ASALO FERVALES SILVETMENTS FOR DEPRECIATION UNSECURED CREDITOR WRITTEN OFF (151340)  ADD: SASDISTMENTS FOR DEPRECIATION UNSECURED CREDITOR WRITTEN OFF (15140)  ADD: SASDISTMENTS FOR DEPRECIATION UNSECURED CREDITOR WRITTEN OFF (15140)  ASSIGNMENT LOAN WRITTEN BACK (B86000)  ASSIGNMENT LOANS AND ADVANCES (B86000)  ASSIGNM					
TOTAL         2903079         829618           ADD: PROVISION FOR PRIOR YEAR NOW WRITTEN BACK         0         0         0           ADD: DEFEREND TAX         20         0         0         0           NET PROFIT AFTER TAX         2003079         829618         829618           NET PROFIT AFTER TAX         4004187         196404         196					
ADD PEROVISION FOR PRIOR YEAR NOW WRITTEN BACK  ADD: DEFERRED TAX  ADDI: DEFERRED TAX  ADDILESS ADJUSTMENTS FOR  DEPRECIATION  UNSECURED CREDITOR WRITTEN OFF  UNSECURED CREDITOR WRITTEN OFF  WINDRY LOAN WRITTEN BACK  ADDILESS ADJUSTMENTS FOR  DEPRECIATION  SUNDRY LOAN WRITTEN BACK  PROFIT ON SALE OF UNITS  OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES  ADDILESS ADJUSTMENTS FOR  U.ONG TERM LOANS AND ADVANCES  TRADE PROFIT ON SALE OF UNITS  OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES  ADDILESS ADJUSTMENTS FOR  U.ONG TERM LOANS AND ADVANCES  TRADE PROFIT ON SALE OF UNITS  CASH GENERATED FROM OPERATIONS  CASH FLOW FROM INVESTING ACTIVITIES:  PURCHASE OF FIXED ASSETS  SALE OF FIXED ASSETS  NESTMENTS SOLD  PROFIT ON SALE OF UNITS  O SABLE OF FIXED ASSETS  NET CASH USED IN INVESTING ACTIVITIES:  PROFIT ON SALE OF UNITS  O SABGEL  CASH FLOW FROM INVESTING ACTIVITIES:  PURCHASE OF FIXED ASSETS  NESTMENTS SOLD  PROFIT ON SALE OF UNITS  O SABGEL  ADVANCE TAX  O SABGEL  FOR AND ASSETS  ADVANCE TAX  O SABGEL  ADVANCE TAX  O SABGEL  ADVANCE TAX  O SABGEL  ADVANCE TAX  O SABGEL  FOR AND ASSETS  ADVANCE TAX  O SABGEL  O SABGEL  O SABGEL  O SABGEL  O SABGEL  O SA		-		_	
ADDI: DEFERRED TAX  NET PROFIT AFTER TAX ADDILESS ADJUSTMENTS FOR DEPRECIATION UNSECURED CREDITOR WRITTEN OFF INTEREST EXPENSES SUNDRY DEBIT BALANCE WOFF SUNDRY DEBIT BALANCE WOFF SUNDRY COAN WRITTEN BACK PROFIT ON SALE OF UNITS  OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES ADDILESS ADJUSTMENTS FOR DEPRECIATION OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES ADDILESS ADJUSTMENTS FOR INVENTORIES  OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES ADDILESS ADJUSTMENTS FOR INVENTORIES  (1813457) (1938976) (1737499) (174493) (174499) (174493) (174499) (174496) (174499) (174497) (1747			2903079		829618
NET PROFIT AFTER TAX   ADDILESS ADJUSTMENTS FOR   DEPRECIATION   240547   196404					
NET PROPIT AFTER TAX   ADDILESS ADJUSTMENTS FOR   DEPRECIATION   DEPRECIATION   UNSECURED CREDITOR WRITTEN OFF   (151340)   282224   (151340)   2822270   (151340)   2822270   (151340)	ADD: DEFERRED IAX	<u> </u>	0	<u> </u>	
NET PROFIT AFTER TAX ADDILESS ADJUSTMENTS FOR DEPRECIATION UNSECURED CREDITOR WRITTEN OFF INTEREST EXPENSES SUNDRY DEBIT BALANCE WOFF SUNDRY LOAN WRITTEN BACK PROFIT ON SALE OF UNITS  OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES ADDLESS ADJUSTMENTS FOR INVENTORIES (183475) (16923)  OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES ADDLESS ADJUSTMENTS FOR INVENTORIES (1813475) (1938976) (1737469) (3089001) (308901) (308901) (308901) (308901) (308901) (309001) (309001		-		_	
ADDILESS ADJUSTMENTS FOR DEPRECIATION UNSECURED CREDITOR WRITTEN OFF INTEREST EXPENSES SUNDRY DEBIT BALANCE WOFF SUNDRY LOAN WRITTEN BACK PROFIT ON SALE OF UNITS  DEPRECIATION OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES ADDILESS ADJUSTMENTS FOR INVENTORIES LONG TERM LOANS AND ADVANCES TRADE RECEIVABLES OTHER CURRENT ASSETS CASH FLOW FROM INVESTING ACTIVITIES  CASH FLOW FROM INVESTING ACTIVITIES  CASH FLOW FROM FINANCING ACTIVITIES PROCEEDS FROM LONG TERM BORROWINGS RECEIVED UNPAID CALLS ADVANCE TAX INTEREST PAID NET CASH LOUN FROM INVESTING ACTIVITIES PROCEEDS FROM LONG TERM BORROWINGS RECEIVED UNPAID CALLS ADVANCE TAX INTEREST PAID  NET CASH LOUN FROM FINANCING ACTIVITIES  CASH ADVANCE TAX INTEREST PAID  NET CASH LOUN FROM FINANCING ACTIVITIES  CASH ADVANCE TAX INTEREST PAID  NET CASH LOUN FROM FINANCING ACTIVITIES  CASH ADVANCE TAX INTEREST PAID  NET CASH LOUN FROM FINANCING ACTIVITIES  PROCEEDS FROM LONG TERM BORROWINGS RECEIVED UNPAID CALLS ADVANCE TAX INTEREST PAID  NET CASH LOUN FROM FINANCING ACTIVITIES  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (DOPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (DOPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (DOPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (DOPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (DOPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (DOPENING BALANCE)  AS PROVING BALANCE  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (DOPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (DOPENING BALANCE)  AS POOTED OF ONE OF THE BORROWING CONTAINS  AS POOTED OF THE BORROWING CONTAINS  AS	NET DROET AFTER TAY		2903079		029010
DEPRECIATION					
UNISCURED CREDITOR WRITTEN OFF     151340      28224		240547		196404	
INTEREST EXPENSES   SUNDRY DEBIT BALANCE WOFF   SUNDRY LOAN WRITTEN BACK   PROFIT ON SALE OF UNITS   2251721   (16923)					
SUNDRY DEBIT BALANCE WIOFF   SUNDRY LOAN WRITTEN BACK PROFIT ON SALE OF UNITS   2251721   (16923)   (169		(101010)			
SUNDRY LOAN WRITTEN BACK PROFIT DATE ALE OF UNITS   2251721		3048514			
PROFIT ON SALE OF UNITS		I		_	
		(00000)			
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES   ADDILESS ADDIL	THO IT ON OALL OF ONTO		2251721	(0002.)	(16923)
ADDILESS ADJUSTMENTS FOR INVENTORIES (1813457) (1938976) (1939976) (19399776) (1939976			2201121		(10020)
ADDILESS ADJUSTMENTS FOR INVENTORIES (1813457) (1938976) (19389776) (19389776) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (1938976) (19389776) (19389	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	-	5154800	_	812695
INVENTORIES		1	2.3.000		3.2000
LONG TERM LOANS AND ADVANCES   TRADE RECEIVABLES   (3089001) (3089001) (3089001) (3089001) (3089001) (3089001) (3089001) (3089001) (3089001) (3089001) (3089001) (3089001) (3089001) (422573)		(1813457)		(1938976)	
TRADE RECEIVABLES	LONG TERM LOANS AND ADVANCES				l
OTHER CURRENT ASSETS	TRADE RECEIVABLES				
TRADE PAYABLES	OTHER CURRENT ASSETS				
CASH GENERATED FROM OPERATIONS  (8160438)  (2901427)  CASH FLOW FROM INVESTING ACTIVITIES: PURCHASE OF FIXED ASSETS (532114) PROFIT ON SALE OF FIXED ASSETS (532114)  NET CASH USED IN INVESTING ACTIVITIES: PROCEEDS FROM LONG TERM BORROWINGS RECEIVED UNPAID CALLS ADVANCE TAX (151934) INTEREST PAID  NET CASH USED IN FINANCING ACTIVITIES  (528451)  NET CASH USED IN FINANCING ACTIVITIES: PROCEEDS FROM LONG TERM BORROWINGS RECEIVED UNPAID CALLS ADVANCE TAX (151934) INTEREST PAID  NET CASH USED IN FINANCING ACTIVITIES  TO 0 (528451)  (528451)  (528451)  (528451)  (528451)  (528451)  (528451)  (528451)  (528451)  (62270)  RECEIVED UNPAID CALLS (151934) (151934) (162270)  NET CASH AUSED IN FINANCING ACTIVITIES  4130624 967328  NET INCREASE IN CASH AND CASH EQUIVALENTS  592872 (592953)  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (0PENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 31 ST MARCH (CLOSING BALANCE)  AS BOR OUR REPORT OF EVEN date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  ASHOKKUMAR GOSWAMI Chairman DINO0289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD	TRADE PAYABLES				
CASH GENERATED FROM OPERATIONS  CASH FLOW FROM INVESTING ACTIVITIES: PURCHASE OF FIXED ASSETS SALE OF FIXED ASSETS SALE OF FIXED ASSETS SALE OF FIXED ASSETS O SALE OF FIXED ASSETS O SALE OF DIVITS O O O O O O O O O O O O O O O O O O O		(13071847)		(43765)	
CASH FLOW FROM INVESTING ACTIVITIES :   PURCHASE OF FIXED ASSETS   SALE OF FIXED ASSETS   SALE OF FIXED ASSETS   O		(,			
CASH FLOW FROM INVESTING ACTIVITIES :   PURCHASE OF FIXED ASSETS   SALE OF FIXED ASSETS   SALE OF FIXED ASSETS   O					
PURCHASE OF FIXED ASSETS   SALE OF FIXED ASSETS   SALE OF FIXED ASSETS   O	CASH GENERATED FROM OPERATIONS		(8160438)		(2901427)
PURCHASE OF FIXED ASSETS   SALE OF FIXED ASSETS   SALE OF FIXED ASSETS   O					
SALE OF FIXED ASSETS   0	CASH FLOW FROM INVESTING ACTIVITIES :				
NESTMENTS SOLD	PURCHASE OF FIXED ASSETS	(532114)		0	
NET CASH USED IN INVESTING ACTIVITIES   0   59621	SALE OF FIXED ASSETS	0		0	
NET CASH USED IN INVESTING ACTIVITIES (532114) (528451)  CASH FLOW FROM FINANCING ACTIVITIES: PROCEEDS FROM LONG TERM BORROWINGS RECEIVED UNPAID CALLS ADVANCE TAX INTEREST PAID  NET CASH USED IN FINANCING ACTIVITIES  NET INCREASE IN CASH AND CASH EQUIVALENTS  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (OPENING BALANCE)  AS per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  ASHOKKUMAR GOSWAMI Chairman DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE: AHMEDABAD  PLACE: AHMEDABAD	INESTMENTS SOLD			468830	
CASH FLOW FROM FINANCING ACTIVITIES :	PROFIT ON SALE OF UNITS	0		59621	
CASH FLOW FROM FINANCING ACTIVITIES :					
PROCEEDS FROM LONG TERM BORROWINGS   2177058   2105500   0	NET CASH USED IN INVESTING ACTIVITIES		(532114)		(528451)
PROCEEDS FROM LONG TERM BORROWINGS   2177058   2105500   0	CACH ELOW EDOM EINANGING ACTIVITIES				
RECEIVED UNPAID CALLS ADVANCE TAX INTEREST PAID  NET CASH USED IN FINANCING ACTIVITIES  NET INCREASE IN CASH AND CASH EQUIVALENTS  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (OPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 31 ST MARCH (CLOSING BALANCE)  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  PARTNER  PARTNER  PARTNER  2105500 (151934) (62270)  4130624  967328  592872 (592953)  878927  For and on behalf of the Board of Directors  ASHOKKUMAR GOSWAMI Chairman DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD		0.477050			
ADVANCE TAX INTEREST PAID  NET CASH USED IN FINANCING ACTIVITIES  NET INCREASE IN CASH AND CASH EQUIVALENTS  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (OPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 31 ST MARCH (CLOSING BALANCE)  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  PARTNER  PARTNER  ASHOKKUMAR GOSWAMI Chairman DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD					
INTEREST PAID  NET CASH USED IN FINANCING ACTIVITIES  NET INCREASE IN CASH AND CASH EQUIVALENTS  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (OPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 31 ST MARCH (CLOSING BALANCE)  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  PARTNER  ASHOKKUMAR GOSWAMI Chairman DIN00289515  PLACE : AHMEDABAD  PLACE : AHMEDABAD  (62270)  (62270)  (62270)  (62270)  For and on behalf of the Board of Directors  ASHOKKUMAR GOSWAMI DIRECTOR DIN00289603				0	
NET CASH USED IN FINANCING ACTIVITIES  NET INCREASE IN CASH AND CASH EQUIVALENTS  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (OPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 31 ST MARCH (CLOSING BALANCE)  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  PARTNER  ASHOKKUMAR GOSWAMI Chairman DIN00289515  PLACE : AHMEDABAD  PLACE : AHMEDABAD		' '		(00070)	
NET INCREASE IN CASH AND CASH EQUIVALENTS  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (OPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 31 ST MARCH (CLOSING BALANCE)  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  PARTNER  PARTNER  PARTNER  (592953)  592872  (592953)  878927  878927  For and on behalf of the Board of Directors  ASHOKKUMAR GOSWAMI Chairman DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD	INTEREST PAID			(62270)	
NET INCREASE IN CASH AND CASH EQUIVALENTS  CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (OPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 31 ST MARCH (CLOSING BALANCE)  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  PARTNER  PARTNER  PARTNER  (592953)  592872  (592953)  878927  878927  For and on behalf of the Board of Directors  ASHOKKUMAR GOSWAMI Chairman DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD	NET CASH LISED IN FINANCING ACTIVITIES		4130624		967328
CASH AND CASH EQUIVALENTS AS AT 01ST APRIL (OPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 31 ST MARCH (CLOSING BALANCE)  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  PARTNER  ASHOKKUMAR GOSWAMI Chairman DIN00289515  PLACE : AHMEDABAD  PLACE : AHMEDABAD	NET OF CIT COLD IN THE WATCH TO THE COLD IN THE COLD I	-	1100021	_	00.020
(OPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 31 ST MARCH (CLOSING BALANCE)  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  PARTNER  ASHOKKUMAR GOSWAMI Chairman DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD	NET INCREASE IN CASH AND CASH EQUIVALENTS		592872		(592953)
(OPENING BALANCE)  CASH AND CASH EQUIVALENTS AS AT 31 ST MARCH (CLOSING BALANCE)  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  PARTNER  ASHOKKUMAR GOSWAMI Chairman DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD	CASH AND CASH FOLIVALENTS AS AT 01ST ADDIL		285974		878927
CASH AND CASH EQUIVALENTS AS AT 31 ST MARCH (CLOSING BALANCE)  As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  PARTNER  ASHOKKUMAR GOSWAMI Chairman DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD			200014		0,002.
AS PER OUR REPORT OF EVEN DATE OF THE PROPERTY	(OF ENING BALANGE)				
As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS  ASHOKKUMAR GOSWAMI Chairman DIN00289515  PARTNER  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD		-	878846	-	285974
FOR J. M. PÁRIKH & ASSOCIATES CHARTERED ACCOUNTANTS  ASHOKKUMAR GOSWAMI Chairman DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD	,	For and on beha	If of the		
CHARTERED ACCOUNTANTS  ASHOKKUMAR GOSWAMI Chairman DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD					
PLACE : AHMEDABAD  Chairman DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD		Board of Birooto			
PLACE : AHMEDABAD  Chairman DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD			00014:		
PARTNER  DIN00289515  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD			GOSWAMI		
PARTNER  ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD					
ANUPKUMAR GOSWAMI DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD	PARTNER	רו כפמ2000 ווח			
DIRECTOR DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD	·	ANILIDIZUMAA	0014/4***		
DIN00289603  PLACE : AHMEDABAD  PLACE : AHMEDABAD			OSWAMI		
PLACE : AHMEDABAD PLACE : AHMEDABAD					
		200682000ווח			
DATE : 29/05/2014 DATE : 29/05/2014					
	DATE : 29/05/2014	DATE : 29/05/2	014		

### **NOTES FORMING PART OF ACCOUNTS:**

- 23 Corresponding figures of previous year have been regrouped wherever necessary.
- 24 Balances of Long term & Short Term Borrowings, Trade Payables, Other Current Liabilities, Trade Receivables and Loans & Advances are subject to confirmation.
- In the opinion of the board all the current assets have a value on realization, in the ordinary course of business at least equal to the amount at which they are stated.
- 26 Details of Auditors' Remuneration are as follows:

[AMT RS.]

Particulars	2013-2014	2012-2013
For Audit Fees	22,472/-	22,472/-
For Certification & Others	65730/-	42,192/-
Total	88202/-	64,664/-

### 27 Earnings per share:-

[AMT RS.]

Particulars	2013-14	2012-13
A. Calculation of Weighted Average number of Equity		
Shares of Rs.100/- each.		
Number if shares of the beginning of the year	8183500	8183500
Total number of shares at the end of the year	8394050	8183500
Weighted average number of shares outstanding during		
the year	8294692	8183500
B. Net profit after tax available for equity share holders		10791307
[Rs. In lacs]		
C. Basic & Diluted Earnings per share		
Before extra ordinary items	0.07	1.32
After extra ordinary items	0.07	1.32

- 28 Since the company has only one segment, there is no separate reportable segment as required by in AS-17 issued by The Institute of Chartered Accountants of India.
- 29 The information required as per para (5) (viii) (a) & (c) of part II of schedule VI of the Companies Act, 1956 regarding information about the value of imports calculated on CIF basis,total value of imported raw materials, spare parts & Components consumed and total value of indigenous raw materials, spare parts & components consumed and percentage of each of the total consumption are Rs. NIL.
- 30 The information required as per para 5 (viii) (b), (d) & (e) of part II of Schedule VI of Companies Act, 1956 regarding expenditure in foreign currency, the Dividend remitted in foreign currency and earning in foreign exchange are Rs. NIL.
- The information required as per para 5 (ii) & (iii) of part II of schedule VI of the Companies Act, 1956 regarding the purchases, sales, the opening and Closing stock is as follows:

64 PARK AVENUE				
PARTICULARS	2013-2014	2012-2013		
I) OPENING STOCK				
WIP	14047214	12108236		
TOTAL	14047214	12108236		
II) PURCHASE				
Brick	96048	310200		
Cement	340400	1012966		
Steel	207438	73 50 34		
Other	15342138	1		
Outer	13342138	7520692		
TOTAL	15986024	9578892		
HD CONSUMPTION				
III) CONSUMPTION Brick	96048	310200		
Cement	340400	1012966		
Steel	207438	73 50 34		
Other	15342138	7520692		
Office	13342136	7320072		
TOTAL	15986024	9578892		
IV) CLOSING STOCK				
W.I.P.	15860671	14047214		
TOTAL				
V) SALES	22199101	14105755		
TOTAL				
VALUE OF IMPORTED & INDIGENOUS				
RAW MATERIAL CONSUMED	6.4	2012 201	0.1	2042.22
PARTICULARS	%	2013-2014	%	2012-20
Imported	1,000/	NIL	1.0007	0.5.7.0.0.0
Indigenous	100%	15986024	100%	957889
	I	1		

32 Information required under AS-18 on Related Party Disclosures issued by the Institute of Chartered Accountants of India.

Identified related parties:

### **RELATIVE:**

- MR. VISHAL GOSWAMI
- 2. MR. ABHIJEETBHAI GOSWAMI
- 3. MR. ABHISHEK GOSWAMI
- 4. MR. N.K. GOSWAMI
- 5. MR. DUSHYANT GOSWAMI
- 6. MRS. DOLLYBEN GOSWAMI
- 7. MRS. URMIBEN GOSWAMI

### ASSOCIATE COMPANIES:

- 1. LAKE-END INVESTMENT & FINANCE PVT. LTD.
- 2. SUVIDHA ENTERPRISE PVT. LTD.
- 3. OASIS INVESTMENT PVT. LTD.
- 4. SAHYADRI FINSTOCK PVT. LTD.
- 5. VISHAL CAPITAL TRUST PVT. LTD.
- 6. CHILL BEVERAGES CO. PVT. LTD.
- 7. ENVY CAPITAL TRUST PVT. LTD.
- 8. SUVIDHA RASAYAN GUJARAT PVT. LTD.
- 9. SUVIDHAPROJECTS PVT. LTD.

### ASSOCIATE CONCERNS:

- 1. AD POINT
- 2. SUVIDHABUILDERS
- 3. SHRI SATYADEV OWNERS ASSOCIATION
- 4. GOSWAMI OIL CO.
- 5. SUVIDHA CONSTRUCTION Partnership Firm
- 6. ANUPBHAI GOSWAMI HUF
- 7. ASHOKBHAI GOSWAMI HUF
- 8. KISHORBHAI GOSWAMI HUF

### KEY MANAGERIAL PERSONNEL

- 1. SHRI ASHOKKUMAR GOSWAMI
- 2. SHRI KISHORKUMAR GOSWAMI
- 3. SHRI ANUPKUMAR GOSWAMI
- 4. SHRI KAMAL K. GAJJAR
- 5. SHRI RAKESHSINH RAGHUVANSINH
- 6. SHRI MUKUNDRAI P. VADHER

Nature of transactions with related parties and aggregate amount of such transactions for each class of related party:

(Related Party relationship is as identified by the Company and relied upon by the auditors.)

Nature of Transaction by reporting company	Holding Company	Subsidiaries	Associates	Key Managerial Personnel	Relative of Key Managerial Personnel	Total
Loan Taken by company (P.Y.)	NIL (NIL)	NIL (NIL)	NIL (NIL)	19136686 (10894797)	2076350 (9059332)	21213036 (19954129)
Loan Given by	NIL	NIL	NIL	NIL	NIL	NIL
company (P.Y.)	(NIL)	(NIL)	(2681470)	(NIL)	(NIL)	(2681470)
Remuneration to	NIL	NIL	NIL	600000	NIL	600000
(P.Y.)	(NIL)	(NIL)	(NIL)	(600000)	(NIL)	(600000)
Salary Paid (P Y )	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	240000 (100000)	240000 (100000)
Consultancy charges Paid	NIL	NIL	4000000	NIL	NIL	4000000
(P.Y.)	(NIL)	(NIL)	(NIL)	(NIL)	(Nil)	(NIL)

33. Based on the information available with the Company, there are no suppliers who are registered under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31<sup>st</sup> 2014. Hence, the information as required under the Micro, Small and Medium Enterprises Development Act, 2006 is not disclosed and relied upon by the auditor.

As per our report of even date FOR J. M. PARIKH & ASSOCIATES CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 118007W

RAMESH PATHAK PARTNER MEMBERSHIP NO. 033029

PLACE: AHMEDABAD DATE: 29/05/2014

For and on behalf of the Board of Directors

ASHOKKUMAR GOSWAMI CHAIRMAN DIN00289515

ANUPKUMAR GOSWAMI DIRECTOR DIN00289603

PLACE : AHMEDABAD DATE : 29/05/2014

Regd Office: A-305,306 KRISHNA COMPLEX, OPP. DEVASHISH SCHOOL, BODAKDEV,AHMEDABAD-380054 CIN No. L70102GJ1992PLC016978

Name of Member (s)	:	
Registered Address		
Email ID		
Folio No./DP ID No.		
Client ID No.	••	

I/W	e, being the member (s) of	shares of the above nar	med company, hereby appoint
1.	Name:	Address:	
	E-mail ld:	Signature:	or failing him
		Address:	
	E-mail Id:	Signature:	, or failing him
as	my/our proxy to attend and vote	(on a poll) for me/us and on my/our bel	nalf at the 22 <sup>nd</sup> Annual general
me	eting of the company, to be h	eld on the 30th day of September, 20	014 At 11.00 a.m. A-305,306
		ASHISH SCHOOL, BODAKDEC,AHM	
adj	ournment thereof in respect of s	uch resolutions as are indicated below:	

# RESOLUTION NO. ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2014 and Profit & Loss for the period ended on that date along with Reports of Directors, Company Secretaries and Auditors thereon.
- 2. To appoint a Director in place of ShriAnupkumarGoswami, 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

### SPECIAL BUSINESS:

- 5. Adoption of New Set of Articles.
- 6. Appointment of Mr. Rakesh Singh as an Independent Director
- 7. Appointment of Mr. Mukundrai Vadheras an Independent Director
- 8. Authority to borrow in excess of paid up capital and free reserves.
- 9. Creation of Security on the Properties of the Company in Favour of Lenders.
- 10. To make any loans or investments or to give any guarantees or to provide security

Signed this	day of	2014	
Signature of shareholder	,		Affix Revenue Stamp

Signature of 1<sup>st</sup> Proxy HoldersSignature of 2<sup>nd</sup> Proxy Holders

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**BOOK-POST** 

Registered Office:

# SUVIDHA INFRAESTATE CORPORATION LIMITED (Formerly Dairy Field Ltd.)

A-305, 307, Krishna Complex, Opp. Devanshish School, B/h. Satyagrah Chhavni, Off. S.G. Road, Bodakdev, Ahmedabad - 380 054. www.suvidha-group.com

# Form B

Name of Company Suvidha Infraestate Corporation Lir Annual Financial Statements for the Year Ended Type of Audit Qualification Frequency of Qualification Draw attention to relevant notes in the annual financial	
Type of Audit Qualification Qualified  Frequency of Qualification Since Incorporation of Company i.e.  Draw attention to relevant Annexure to Auditors Report	
Frequency of Qualification  Since Incorporation of Company i.e.  Draw attention to relevant  Annexure to Auditors Report	i i
5 Draw attention to relevant Annexure to Auditors Report	
7.77.07.07.07.07.07.07.07.07.07.07.07.07	э. 1992
statements and management response to the qualification in the directors report:  Ref. Clause 4(vi) and Clause 4(x) compliance of Public Deposits and accumulated losses more than 50% worth of the Company.	the
Clause 4 (vi) The company has started to repay taken in violation of section 58A of Companies Act, 1956.  Clause 4 (x)	
While there are accumulated losses more than 50% of Net worth of comwiped out. The company has made during the year under report and the are hopeful that over a period of time losses shall be wiped out.	npany is e a profit ne directors
6 Additional comments from the board/audit committee chair: The Chairman of Audit Committee the company to clear all the deposition.	
3-4 months.	
7 Signed By:-	
Suvidha Infraestate Corporati  Managing Director  (Kishore K. Goswani)  Director/Dir	gen e general
FOR, J. M. PARIKH & ASSOC	
Suvidha Infraestate Çorpo	pration Ltd.
Audit Committee Chairman (Rakesh Singh) (Mg. Directo	or/Director)