

DAIRYFIELD LIMITED

For DAIRYFIELD LIMITED


Mg. Director/Director



17th ANNUAL REPORT
2008 - 2009



DAIRYFIELD LIMITED

BOARD OF DIRECTORS

SHRI ASHOK KUMAR GOSWAMI	- CHAIRMAN
SHRI KISHORE KUMAR GOSWAMI	- DIRECTOR
SHRI ANUP KUMAR GOSWAMI	- DIRECTOR
SHRI KAMAL K. GAJJAR	- DIRECTOR
SHRI RAKESH SINH RAGHUVANSINH	- DIRECTOR
SHRI MUKUNDRAI P. VADHER	- DIRECTOR

AUDITORS

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

REGISTERED OFFICE

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

BANKERS

I.D.B.I. BANK
INDIAN BANK

SHARE TRANSFER AGENT

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



NOTICE

NOTICE is hereby given that SEVENTEENTH ANNUAL GENERAL MEETING of the members of DAIRYFIELD LIMITED will be held on Monday, 31th August 2009 at 11.00 A.M at the Registered office of the company at 21, 2ND FLOOR, National Chamber, Ashram Road, Ahmedabad - 380 009 to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2009 and Profit & Loss A/c. 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 Kishore kumar Goswami who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Anup kumar Goswami who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration.

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

Place: Ahmedabad
Date: 30/07/2009

K. K. GOSWAMI
Director

NOTES :

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE, SHOULD LODGE THE PROXY FORM AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FOURTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- (B) The Register of Members and the Share Transfer Book of the Company will remain closed from 24th August, 2009 to 30th August, 2009
- (c) Members are requested to kindly notify the Company of any change in their addresses so as to enable the Company to address future communication to their correct addresses.



Brief Resume of Directors proposed to be reappointed.
(in term of Clause 4 of the listing Agreement)

Name	Kishorkumar Goswami	Anupkumar Goswami
Age	52	48
Date of Birth	17-1-1957	31-1-1961
Education Qualification	B.Sc	B.Com
Experience	30 years	25 years
Other Directorships in Companies	Suvidha Projects Pvt.Ltd Suvidha Rasayan Pvt.Ltd Lake End Investment & Finance Pvt.Ltd Sahyadari Finstock Pvt.Ltd.	Envy Capital Trust Pvt. Ltd Suvidha Enterprise Pvt. Ltd.
Names of committees of other companies in which the director is a member	NIL	Nil
No. of shares held in the company	108510	119360



DAIRYFIELD LIMITED

DIRECTORS' REPORT

To
The Members of
DAIRYFIELD LIMITED

Gentlemen,

The Board of Directors present herewith the Seventeenth Annual Report along with Audited Accounts and Report of the Auditors thereon for the year ended on 31st March 2009.

FINANCIAL RESULTS

PARTICULARS	Year ended 31/03/2009 Amount Rs.	Year ended 31/03/2008 Amount Rs.
Total Income	1002128	15709027
Total Expenditure	1800353	18504042
Net Profit / (Loss) Before Tax	(798225)	(2795015)
Provision for Taxation	Nil	Nil
Deferred Tax	Nil	Nil
Profit / (Loss) After Tax	(798225)	(2795015)
Loss Brought Forward From Previous Year	(92139689)	(89344674)
Balance Transferred to Balance Sheet	(92937914)	(92139689)

OPERATIONS

During the year, your company could not carry out any commercial operations. Your directors have decided to exit the dairy business and to enter in to a new business. They are evaluating various offers and shall come back to you once they decide on a good business model suitable to the company.

DIVIDEND

In view of the accumulated losses, your directors do not propose dividend for the year 2008-09.

DEPOSITS

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

**DIRECTORS**

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

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO

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

EMPLOYEES

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

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

The Directors hereby confirm:-

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

**AUDITORS**

M/s J.M. Parikh & Associates, Chartered Accountants, Ahmedabad hold the office as Auditors until the conclusion of the ensuing Annual General Meeting and are recommended for reappointment. The company has received certificate from the said auditors to the effect that their re appointment. If made, would be within the prescribed limits u/s 224(1B) of the Companies Act,1956. Auditors' remarks are self explanatory.

CORPORATE GOVERNANCE REPORT

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

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

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

ACKNOWLEDGMENTS

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

For and on behalf of the Board of Directors
DAIRYFIELD LIMITED

Place: Ahmedabad.
Date : 30/07/2009

A. K. GOSWAMI
CHAIRMAN



CORPORATE GOVERNANCE: -

REPORT OF CORPORATE GOVERNANCE
(Pursuant to clause no. 49 of the listing agreement)

The Report of Corporate Governance is given below: -

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

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

(2) Board of Directors: -

The Board of your company at present consists of Six (6) directors. Your company has an optimum combination of Executive and Non-Executive directors with not less than fifty percent of the Board of Directors comprising of Non-Executive and independent directors. Such Non-Executive directors are independent directors. None of the directors is director in any other Public Limited Company. All the members of the Board are eminent persons with expertise and extensive experience in different field and have made outstanding contribution to the Company. During the financial year 2008 – 2009 meeting of the Board were held at least once in each quarter inter- alia to review the quarterly performance and to take on record the financial results. During the year the Board of Director of the Company have held 5 (Five) meetings on 29-04-08, 29-05-08, 29-07-08, 16-10-08 and 29-01-09. A detailed agenda was sent to each director in advance of each meeting. The details of Board Meetings attended by each director are as under: -

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

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

\$ Indicates Promoter Director.

**CODE OF CONDUCT :-**

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

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

Shri Kishore Kumar K. Goswami, Director and Shri Anupkumar Goswami, Director retire by rotation and are seeking re-appointment.

(4) Audit Committee: -

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

Name	Category	Status in the Committee	Out of 5 meeting Attended
Kamal K. Gajjar	Independent Director	Chairman	5
Rakesh R. Singh	Independent Director	Member	4
Kishorekumar Goswami	Promoter Director	Member	5

The term of reference and powers of the Audit Committee are as per clause 49 of the Listing Agreement and also as per new section 292 A of the Companies Act, 1956. The functions of the Audit Committee are as per Company Law and Listing Agreement with the Stock Exchange. These includes review of accounting and financial policies and procedures, disclosure of financial/ risk management policies, review of quarterly & annual financial statements, ensuring compliance with regulatory guidelines before submission to the Board of Directors, Review of the adequacy of Internal Control Systems and discuss significant internal audit findings including internal control weaknesses, recommend appointment, removal of external auditors & payment of fees to them, Management Discussion & Analysis of financial condition & results of operation, review of Statement of significant related party transaction, Review areas of Internal control system. The Five Meetings of the Audit Committee were held on 29th April, 2008, 29th May 2008, 29th July 2008, 16th October 2008 and 29th January 2009. The Statutory Auditors have also attended three Audit Committee meeting. The minutes of the Audit Committee meeting were circulated to the Board, discussed and taken note of the same


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

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

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

During the financial year 2007 -2008, Meetings of the shareholder's / Investor's Grievance Committee were held on once in every quarter from the period 1-4-2008 to 31-3-2009 and all the meetings have been attended by all members of the committee. Mr. Rakeshsingh Raghuvanssingh appointed as chairman of company from 1st February 2007, Mr. Ashokkumar Goswami / Kishorekumar Goswami have been authorized to approve transfer of shares.

Non of the investor's Grievance were received during the year 2008-09.

The term of reference of the Committee are as per clause 49 of the Listing Agreement which are looking into the redressing of Shareholders and Investors complaints regarding transfer of shares, non-receipt of Annual Reports and reviewing the share transfer process and status of share transfers pending for registration.

(6) General Body Meeting: -

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

Date of AGM	Financial Year	Venue / Location of all meeting	Time of Meeting
30.9.2006	2005 -2006	21,2nd Floor National Chambers, Ashram Road, Ahmedabad - 9	11 A. M.
17.9.2007	2006-2007	Same as above	11 A. M.
30.6.2008	2007-2008	same as above	11 A.M.

**(7) Distribution of Shareholding as on 31.03.2009 :-**

(On the basis of category)

Sr. no	Category	No. of shares	% of paid up capital
1	Resident Indian	2956810	33.24
2	Directors	334310	3.76
3	Relative/Friends	4800380	53.96
4	Body Corporate	1,15,000	1.29
5	NRI/ NRI company	6,89,500	7.75
	TOTAL	88,96,000	100.00

Shareholding Distinction: -

On the basis of Nominal value of each share held

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

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

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

Accounting standards :-

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

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

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

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.

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's equity shares were under suspension from trading since 07.01.2002 by the Bombay Stock Exchange (BSE) due to non-compliance of certain requirements. Company had approached Bombay Stock Exchange Ltd. for Revocation of Suspension of trading of equity shares and complied with all the requirements of the stock exchange and finally The Bombay Stock Exchange vide their letter dated 11th Nov. 2008 has revoked suspension of trading of equity shares from 18th November 2008.

(9) 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.

(10) The Management Discussion & Analysis Report (MDA) :-

The management of Dairyfield Limited presents its analysis covering the performance of the company during the year 2008-2009 and an outlook for the future.

INDUSTRY STRUCTURE:

Your Company is engaged in the business of dairy products and no manufacturing activity has been carried out since 2001.

**PERFORMANCE:**

Since the company is not in to manufacturing of dairy products since 2001 year company could not carry out any commercial operations.

SEGMENT-WISE PERFORMANCE:

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

THREATS:

The dairy industry has undergone significant changes during the past few years. Due to one or the other reasons, the company's ability to run the business has been affected and has been suffering continuous losses. The company is not carrying out any commercial production since 2001 due to the adverse market conditions and shortage of working capital.

EXPLORATION :

The management is planning to diversify the existing business to the construction and real estate development business.

STRENGTHS :

The promoters and management of DFL, 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 can be used as a tool to overcome 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 track 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.

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 its staff and employees. Cordial and harmonious relations with employees continued to prevail throughout the year under review.

(11) General Shareholder's Information: -**(1) Annual General Meeting: -**

17th Annual General Meeting will be held on Monday 31-8-2009, time at 11 A.M., Venue at Registered Office, 21, 2nd floor, National Chambers, Ashram Road, Ahmedabad - 380 009.

Book closure will be as under :- From 25-8-2009 to 31-8-2009

Dividend Payment Date :- Not Applicable

(2) Reporting of Un audited In respect of financial year 2009-2010**Financial Results: -**

- (a) First Quarter End of July 2009.
- (b) Audited Result for financial year 31st March 2009 End of August.
- (c) Second Quarter with half-yearly results middle of October 2009.
- (d) Third Quarter End of January 2010.
- (e) Fourth quarter with full-year results End of April 2010.

(3) Listing on Stock Exchange: -

- a) Bombay Stock Exchange Limited (BSE).
- b) Annual listing fees have been paid to Bombay Stock Exchanges for the year 2009-2010.
- c) Shares are listed on BSE.
- d) Stock Code : 531640

(4) Registration and Transfer work: -

Company has appointed common agency as registrar and transfer agent from 01.11.06. M/s System Support Service, 209, Shivai Industrial Estate, 89 Andheri Kurla Road, Sakinaka, Andheri East, Mumbai-400072 Te.No. 91-22-28500865,30974826/27 Fax 91-22-28501438.

(5) Share Transfer System :-

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

(6) Registered Office :-

The Registered Office of the Company continued to remain as it is as per last year as Under: -

21, 2nd Floor, National Chambers, Ashram Road, Ahmedabad - 380 009.
Phone: 079 - 265816858, 26586298 Email I.D. dairy_field@yahoo.co.in

**(7) Plant Location :-**

Village: Chandrala, National Highway 8-C Taluka: Gandhinagar,
Dist. Gandhinagar, Gujarat,
Phone: 079 - 3274874, 3274775

(8) Investor Correspondence for transfer, Complaints and Information etc.:-

21, 2nd Floor, National Chambers, Ashram Road, Ahmedabad - 380 009.
Phone: 079 - 265816858, 26586298. email dairy_field@yahoo.co.in
email i.d for investor grievances dairy_grivances@yahoo.in

(9) Declaration on Compliance of the Company's Code Of Conduct: -

As provided under clause 49 of the Listing Agreement with Stock Exchanges, it is hereby declared that all the Board members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct for the year ended March 31, 2009. However, in absence of website of the company, the same has not been posted to website.

(10) Annual Declaration by CEO pursuant to Clause 49(I) (D)(ii) of The Listing Agreement

As the Managing Director of Dairyfield Limited, as required by Clause 49(I)(D)(ii) of the Listing Agreement executed with The Bombay Stock Exchange Limited, 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 2008-2009.

(11) Compliance :-

This Section of the report together with the information given under Management Discussion and Analysis constitute a detailed Compliance Report on Corporate Governance. The Company has complied with Mandatory Requirements of Corporate Governance. The Board would review implementation of Non-Mandatory Requirements of Corporate Governance code in due course of time.

Auditor's Certificate regarding compliance of conditions of corporate Governance is annexed to this report.

Place : Ahmedabad

for DAIRYFIELD LIMITED

Date : 30/07/2009

K. K. GOSWAMI
DIRECTOR



CEO/CFO CERTIFICATE

To,
The Board of Directors,
Dairyfield Limited.
Ahmedabad

We 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 do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

These statements together present a true and fair view of the Company's 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 volatile 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 :

- (i) 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: 30/07/2009

K. K.GOSWAMI
DIRECTOR



J. M. PARIKH & ASSOCIATES

CHARTERED ACCOUNTANTS

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

To,
The Members of
Dairyfield Limited.
Ahmedabad

We have examined the compliance of the conditions of Corporate Governance by Dairyfield Limited for the year ended on March 31, 2009, as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of the condition of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the company for ensuring the compliance of the conditions of 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 explanations given to us, and the representations 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.

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

Place : Ahmedabad
Date : 30-07-2009

For J. M. Parikh & Associates
Chartered Accountants

Jatin Parikh
Partner



J. M. PARIKH & ASSOCIATES

CHARTERED ACCOUNTANTS

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

AUDITORS' REPORT

TO
THE MEMBERS OF :
DAIRYFIELD LIMITED

1. We have audited the attached Balance Sheet of DAIRYFIELD LIMITED as at 31st March, 2009 and the Profit and Loss Account and Cash Flow Statement of the Company for the year ended on that date. These financial statements are the responsibility of the Company. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order 2003, issued by the Central Government of India in terms of subsection (4A) of section 227 of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraph 4 & 5 of the said order.
4. Further to our comments in the Annexure referred to in Para 3 above we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of such books.
 - c. The Balance Sheet and Profit and Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of account.



- d. In our opinion, the Balance Sheet and Profit and Loss Account and the Cash Flow Statement comply with the accounting standards referred in to Sub Section (3C) of Section 211 of the Companies Act, 1956
- e. On the basis of written representations received from the directors of the company and taken on record by the board of directors, we report that no director is disqualified as at March 31, 2009 from being appointed as director of the company under clause (g) of sub section (1) of Section 274 of the Companies Act, 1956.
- f. In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet, Profit & Loss Account and Cash Flow Statement read together with the notes thereon give the *information required by the Companies Act, 1956 in the manner so required* and give a true and fair view, in conformity with the accounting principles generally accepted in India except to the extent of
 - i. in so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009,
 - ii. in so far as it relates to the Profit and Loss Account, of the profit for the year ended on that date and
 - iii. in the case of Cash Flow Statement, of the cash flow for the year ended on that date.

FOR J. M. PARIKH & ASSOCIATES
CHARTERED ACCOUNTANTS

Place : Ahmedabad.
Date : 30/07/2009

JATIN PARIKH
PARTNER
MEM. NO.: -33811.

**ANNEXURE TO THE AUDITORS' REPORT**

TO

**THE MEMBERS OF
DAIRYFIELD LIMITED.**

Referred to in paragraph (3) of our Report of even date

(i)

- (a) The Company has not maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. As the company is not maintaining the records showing full particulars of Fixed Assets we cannot comment on the identification of discrepancies on physical verification and its materiality.
- (c) The company has sold of its plant & machinery & electrical installations during the year. Without these assets it is not possible for the company to carry out its business. However as per our discussions with the management we learned that they are planning to enter in to a new line of business soon. The same point has also been mentioned in the directors' report. Hence we can say that the sale of the asset will not affect the going concern basis of the company.

(ii)

- (a) There is no inventory. Accordingly the provisions of clause 4 (ii) (a), (b) & (c) of the Companies (Auditor Report) Order, 2003 are not applicable.

(iii)

- (a) There is one Company covered in the register maintained under section 301 of the Companies Act, 1956 to which the Company has granted unsecured, interest free loan. The maximum amount involved during the year was Rs. 847810/-. The company has not repaid any part of the loan during the year. The closing balance of the same was Rs. 847810/-

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 loan. The maximum amount involved during the year was Rs. 869460/-. The closing balance of the same is Rs. 869460/- The Company has not granted any loan to a other party covered in the registered maintained u/s 301 of the Companies Act, 1956

- (b) In our opinion, the rate of interest and other terms and conditions on which loan has been granted to a companies, firms & other parties listed in the register maintained under section 301 of the Companies Act, 1956 are, prima-facie, prejudicial to the interest of the Company, as they are interest free and unsecured.



- (c) As the loans granted by the company are interest free and payable on demand, the question of timely repayment of interest and loan does not arise.
- (d) There are no over due amounts of loans granted to the companies, firms & other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (e) The company had taken unsecured, interest free loan from one company covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 1750000/-. The year end balance of loan taken from the company was Rs 1075000/-.

The company had taken unsecured, interest free 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 131463/-. The company had not repaid the loan during the year and the year end balance of the loan taken from the firm was Rs 131463/-.

The company had taken unsecured loans from eleven other parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 17025350/- and the year end balance of loan taken from such other parties were Rs. 17026150/-.

- (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 and repayable on demand.
- (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. However, during the year there were no instances of purchase of inventory and fixed assets and sale of goods & services.
- (v)
 - (a) According to the information and explanations given to us, we are of the opinion that during the year there were no contracts or arrangements that needed to be entered into the register maintained under section 301 of the Companies Act, 1956.



- (b) In our opinion and according to the information and explanations given to us there were no transactions made in pursuance of such contracts/arrangement.

- (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 does not have an internal audit system, commensurate with the size and nature of its business.

- (viii) According to the information and explanations given to us, the Central Government has prescribed the maintenance of cost records under clause (d) of subsection (1) of section 209 of the Companies Act, 1956 in respect of services carried out by the Company. However, the operations of the company are closed since last several years and hence the company has not maintained any cost records.

- (ix)
 - (a) As explained to us, during the year there were no undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues. Hence, the question of their payment within a period of six months from their becoming payable does not arise except Sales Tax. Provident Fund & Tax Deducted at Source. The Company has not paid Sales Tax of Rs. 11627/-, Provident Fund of Rs.104005/- and Tax Deducted at Source of Rs. 556945/-, which are outstanding for more than six months from the that they became payable.

 - (b) According to the information and explanations given to us, there are no dues of 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 and Provident Fund Contribution. The details of which are as follows.



Sr. No.	Name of the statute	Period of dispute	Amount (Rs.)	Forum where dispute is pending
A	Gujrat sales tax	1995-96	614715	The Company had petition with sales tax tribunal directed the Assistant sales Tax Commissioner(Appeals) executive 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	3064835	-----do-----
c.	Gujrat sales tax	1996-97	2235375	The Company has filed an appeal in Gujarat High Court.
d.	Gujrat sales tax	1997-98	1768097	-----do-----
e.	Central sales tax	1997-98	646845	-----do-----
f.	Income Tax	F.Y. 1998-99	*63970 After Adj refund of A.Y.	Commissioner (Appeal)

- (x) In our opinion, the accumulated losses of the company are more than 50 percent of its net worth. The Company has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) In our opinion and according to the information & explanations given to us, the company has not defaulted in repayment of dues to a bank. The company has not issued any debentures. Accordingly the provisions of clause 4(xi) of the Companies (Auditor Report) Order, 2003 are not applicable.
- (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.



- (xiii) 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.
- (xiv) 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) In our opinion, the company has not obtained any Terms Loans during the year. Hence the question of its application for a specific purpose does not arise. Accordingly, clause 4(xvi) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (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 not 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

PLACE:- AHMEDABAD
DATE :- 30/07/2009.

JATIN PARIKH
PRATNER
MEM.NO:- 33811.



**DAIRYFIELD LIMITED
BALANCE SHEET AS AT 31ST MARCH 2009**

PARTICULARS	SCH.	AS AT 31/03/2008 AMT. RS.	AS AT 31/03/2007 AMT. RS.
SOURCES OF FUNDS :			
SHARE HOLDERS' FUNDS:			
SHARE CAPITAL	1	81835000	81835000
LOAN FUNDS:			
UNSECURED LOANS	2	<u>18790363</u>	<u>18745363</u>
TOTAL		<u><u>100625363</u></u>	<u><u>100580363</u></u>
APPLICATION OF FUNDS :			
FIXED ASSETS			
GROSS BLOCK		30083308	31131069
LESS: DEPRECIATION		<u>18731773</u>	<u>18886447</u>
NET BLOCK		11351535	12244622
CURRENT ASSETS, LOANS AND ADVANCES	4	7278839	7414262
LESS:			
CURRENT LIABILITIES & PROVISIONS	5	<u>10942925</u>	<u>11218211</u>
		(3664086)	(3803948)
PROFIT & LOSS ACCOUNT	6	<u>92937914</u>	<u>92139689</u>
TOTAL		<u><u>100625363</u></u>	<u><u>100580363</u></u>
SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF ACCOUNTS	11		
SCHEDULE REFERRED TO ABOVE FORM PART OF THIS BALANCE-SHEET			

AS PER OUR REPORT OF EVEN DATE
FOR J. M. PARIKH & ASSOCIATES
CHARTERED ACCOUNTANTS

JATIN PARIKH
PARTNER

FOR & ON BEHALF OF THE
BOARD OF DIRECTORS

A. K. GOSWAMI
CHAIRMAN

K. K. GOSWAMI
DIRECTOR

PLACE:- AHMEDABAD.
DATE :- 30/07/2009

PLACE:- AHMEDABAD.
DATE :- 30/07/2009



**DAIRYFIELD LIMITED
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH 2009**

PARTICULARS	SCH.	YEAR ENDED 31/03/2008 AMT. RS.	YEAR ENDED 31/03/2007 AMT. RS.
INCOME			
Credit Balance W/off.		196412	10977577
Unsecured Loans Written Off		0	4731450
Increase/(Decrease) in Stock	7	805716	0
TOTAL		<u>1002128</u>	<u>15709027</u>
EXPENDITURE			
Administrative & Other Exps	8	903361	215277
Financial Charges	9	3905	1715
Depreciation		869312	1995048
Loss on sale of assets		23775	16292002
TOTAL		<u>1800353</u>	<u>18504042</u>
Profit / (Loss) before tax		(798225)	(2795015)
Add / Less : Deferred Tax		0	0
Less : Provision for Tax		0	0
Less : Provision for FBT		0	0
Profit / Loss After Tax		(798225)	(2795015)
Add : Op. Balance of P & L A/C		(92139689)	(89344674)
Balance transferred to Bal.Sheet		<u>(92937914)</u>	<u>(92139689)</u>
Basic & Diluted EPS	10(6)		
- Before extra ordinary items		(0.10)	(0.34)
- After extra ordinary items		(0.10)	(0.34)
SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS	10		
SCHEDULE REFERRED TO ABOVE FORM PART OF THIS PROFIT & LOSS ACCOUNT			
AS PER OUR REPORT OF EVEN DATE FOR J. M. PARIKH & ASSOCIATES		FOR & ON BEHALF OF THE BOARD OF DIRECTORS	
CHARTERED ACCOUNTANTS JATIN PARIKH PARTNER		A. K. GOSWAMI CHAIRMAN	
		K. K. GOSWAMI DIRECTOR	
PLACE:- AHMEDABAD. DATE :- 30/07/2009		PLACE:- AHMEDABAD. DATE :- 30/07/2009	



DAIRYFIELD LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2009

PARTICULARS	2008-2009		2007-2008	
	Rs.	Rs.	Rs.	Rs.
A. CASH FLOW FROM THE OPERATING ACTIVITIES:	Rs.	Rs.	Rs.	Rs.
Net profit After Tax & Extra-Ordinary Items		-798225		-2795015
Add: Adjustments For:				
Loss on sale of Fixed Assets	23775		16292002	
Depreciation	869312		1995048	
Decrease in Current Asset	-35696		-3000	
		<u>857391</u>		<u>18284050</u>
		59166		15489035
Less: Adjusted for:				
Decrease in Current Liability	275285		11006638	
		<u>275285</u>		<u>11006638</u>
NET CASH FLOW FROM OPERATING ACTIVITIES		<u>-216119</u>		<u>4482397</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :				
NET CASH/INFLOW/OUTFLOW FROM INVESTING ACTIVITIES (B)				
Add:- Decrease in Fixed assets		0		5011536
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Less: Decrease in Secured loans		0		0
Add : Incease/Decrease in Unsecured loans		45000		-11416450
NET CASH USED IN FINANCING ACTIVITIES		<u>45000</u>		<u>-11416450</u>
Net Decrease/Increase in Cash & Cash Equivalents [A+B+C]		<u>-171119</u>		<u>-1922517</u>
Cash & Cash Equivalents (Opening Balance)		<u>253782</u>		<u>2176299</u>
Cash & Cash Equivalents (Closing Balance)		<u>82663</u>		<u>253782</u>

FOR J. M. PARIKH & ASSOCIATES
CHARTERED ACCOUNTANTS

JATIN PARIKH
PARTNER

PLACE:- AHMEDABAD.
DATE :- 30/07/2009

FOR & ON BEHALF OF THE
BOARD OF DIRECTORS

A. K. GOSWAMI
CHAIRMAN

K. K. GOSWAMI
DIRECTOR

PLACE:- AHMEDABAD.
DATE :- 30/07/2009



DAIRYFIELD LIMITED

SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2009

PARTICULARS	AS AT 31/03/2008 AMT. RS.	AS AT 31/03/2007 AMT. RS.
SCHEDULE - 1		
SHARE CAPITAL		
Authorised Share Capital 100,00,000 Equity Shares of Rs. 10/- each	100000000	100000000
ISSUED, SUBSCRIBED & PAID UP CAPITAL 88,96,000(Previous yr.8896000) Equity Shares of Rs. 10/- each	88960000	88960000
Less : Unpaid Calls	7125000	7125000
TOTAL	<u>81835000</u>	<u>81835000</u>

SCHEDULE - 2**UNSECURED LOANS**

Inter Corporate Deposits	1075000	1750000
From Directors	12016150	11936150
From Others	5699213	5059213
TOTAL	<u>18790363</u>	<u>18745363</u>



DAIRYFIELD LIMITED
SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2009

SCHEDULE- 3
FIXED ASSETS

Description of Assets	As At 01/04/2008	Gross Block		As At 31/03/2009	As At 01/04/2008	Additions during the year	Depreciation Impairment Loss	Deductions during the year	As At 31/03/2009	Net Block	
		Additions during the year	Deductions during the year							As At 31/03/2009	As At 31/03/2008
Land & Site development	2679563	0	0	2679563	0	0	0	0	0	2679563	2679563
Factory Building	24947431	0	0	24947431	16271351	833244	0	0	17104595	7842836	8676080
Staff Quarters	1697215	0	0	1697215	875188	27664	0	0	902852	794363	822027
Laboratory Equipments	58362	0	58362	0	34587	0	0	34587	0	0	23775
Furniture & Fixture	582227	0	0	582227	565356	0	0	0	565356	16871	16871
Vehicles	989399	0	989399	0	989399	0	0	989399	0	0	0
Office Equipments	159872	0	0	159872	140312	7596	0	0	147908	11964	19560
EPABX System	17000	0	0	17000	10254	808	0	0	11062	5938	6746
Total	31131069	0	1047761	30083308	18886447	869312	0	1023986	18731773	11351535	12244622
Previous Year	61618392	0	30487323	31131069	34204199	1995048	0	17312798	18886447	12244622	



DAIRYFIELD LIMITED
SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2009

PARTICULARS	AS AT 31/03/2008 AMT. RS.	AS AT 31/03/2007 AMT. RS.
SCHEDULE - 4		
CURRENT ASSETS, LOANS & ADVANCES		
CURRENT ASSETS :-		
Sundry Debtors (Unsecured Considered Doubtful)		
Outstanding for more than six months.	166172	166172
Others	0	0
TOTAL- 1	<u>166172</u>	<u>166172</u>
Cash and Bank Balances		
Cash on hand	24042	5292
Balance with Schedule Banks in Current A/c.	58621	248490
TOTAL- 2	<u>82663</u>	<u>253782</u>
LOANS & ADVANCES		
(Unsecured but considered goods)		
Sundry loans to Companies & firms in which directors are interested (Refer Note No. 14 for the list & Max. Bal.)	1717270	1717270
Sundry Deposits	140770	119100
Tax Deducted at Source	66950	52924
Other Loans & Advances	5105014	5102014
TOTAL- 3	<u>7030004</u>	<u>6994308</u>
GRAND TOTAL 1 + 2 + 3	<u><u>7278839</u></u>	<u><u>7414262</u></u>



DAIRYFIELD LIMITED
SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2009

PARTICULARS	AS AT 31/03/2008 AMT. RS.	AS AT 31/03/2007 AMT. RS.
SCHEDULE - 5		
CURRENT LIABILITIES AND PROVISIONS		
CURRENT LIABILITIES:		
SUNDRY CREDITORS	1619874	1413164
TOTAL- 1	<u>1619874</u>	<u>1413164</u>
PROVISIONS:		
LIABILITY FOR TDS	560426	556945
UNPAID EXP.	10010	5000
UNPAID STOCK EXCHANGE FEES (ASE)	0	120000
UNPAID CENTRAL SALES TAX	3711680	3711680
UNPAID GUJARAT SALES TAX	4629814	4629814
UNPAID INCOME TAX 1998-99	63970	100000
UNPAID PROVIDENT FUND NOV.1997 - MAR. 2003	104005	250000
UNPAID PROVIDENT FUND (DAMAGES)	243146	243146
UNPAID VAT	0	188462
TOTAL- 2	<u>9323051</u>	<u>9805047</u>
GRAND TOTAL 1 + 2	<u><u>10942925</u></u>	<u><u>11218211</u></u>

SCHEDULE - 6
PROFIT & LOSS ACCOUNT

OPENING BALANCE	92139689	89344674
ADD: PROFIT/LOSS FOR THE YEAR	798225	2795015
BALANCE TRANSFERRED TO BALANCE SHEET	<u><u>92937914</u></u>	<u><u>92139689</u></u>



**DAIRYFIELD LIMITED
SCHEDULES FORMING PART OF P & L A/C FOR THE YEAR
ENDED 31ST MARCH, 2009**

PARTICULARS	YEAR ENDED 31/03/2008 AMT. RS.	AS AT 31/03/2007 AMT. RS.
SCHEDULE - 7 OTHER INCOME		
Comission Income(incl. TDS Rs66950/-..Pre.year Rs. Nil)	650000	0
Interest on income tax refund	3716	0
Rent of Building	96000	0
Rent of Jeep	32000	0
Rent of Vehical	24000	0
Total :	805716	0

**SCHEDULE - 8
ADMINISTRATIVE & OTHER EXPENSE**

Appeal Fees	0	9000
Courier & Postage Exp.	9660	8115
Debit balance W/off	20610	30000
Stock Exchange Fees	50208	25750
Filing Fees	1000	500
Electric Expenses	100777	24176
Previous Year exps	29000	0
Legal & Professional Fees	51653	31322
Audit Fees	16545	16854
Printing & Stationery	30030	14560
Repairing & Maint. Exp.	2400	0
Directors Sitting Fees	0	55000
Site development exps	169000	0
Listing revocation fees	420000	0
Misc Expenses	2478	0
TOTAL :	903361	215277

**SCHEDULE - 9
FINANCIAL CHARGES**

Interest to Stock Exchange	2000	0
Bank Commission and charges	1905	1715
TOTAL :	3905	1715

**DAIRYFIELD LIMITED
SCHEDULES FORMING PART OF ACCOUNTS AS AT 31ST MARCH, 2009****SCHEDULE - 10
SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF ACCOUNTS****Significant Accounting Policies :**

1. The Company is a sick industrial undertaking u/s 3 (1) (o) 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.
2. The Company adopts the accrual concept in the preparation of the accounts.
3. **RECOGNITION OF INCOME & EXPENDITURE**
All Income & Expenditure are accounted for on accrual basis.
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.
5. **INVENTORIES**
Raw Material shall be valued at cost or market value whichever is less.
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.
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 originate in one period and are capable of reversal in one or more subsequent periods.
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.



Notes forming part of Accounts :

1. Corresponding figures of previous year have been regrouped wherever necessary.
2. Balances of Unsecured Loans, Sundry Creditors, Sundry Debtors and Loans & Advances are subject to confirmation.
3. 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 except doubtful debts amounting to Rs. 1.66 lacks for which no provision is made in the books.
4. Details of Auditors' Remuneration are as follows:

Particulars	2008-2009 Rs.	2007-2008 Rs.
For Audit Fees	16545	16836
For Certification	6185	1122
Total	22730	17958

5. 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 31st March 2009. Hence, the information as required under the Micro, Small and Medium Enterprises Development Act, 2006 is not disclosed.

6. Earnings per share:-	2008-09	2007-08
A. Calculation of Weighted Average number of Equity Shares of Rs.100/- each.		
Number of shares of the beginning of the year	8183500	8183500
Total number of shares at the end of the year	8183500	8183500
Weighted average number of shares outstanding during the year	8183500	8183500
B. Net profit after tax available for equity share holders	(798225)	(2795015)
C. Basic & Diluted Earnings per share		
Before extra ordinary items	(0.10)	(0.34)
After extra ordinary items	(0.10)	(0.34)



7. Company was a listed company. The listing of the equity shares of the company was suspended. As the company had not adhered to the listing requirements of declaration of results. After the compliance of requirement of stock exchange the shares are listed for trading on BSE with effect from 18-11-2008.
8. **Deferred Tax**
The company is passing through bad times and has huge accumulated losses. At present the company is not carrying on any gainful economic activities. Hence, there is no virtual certainty that the losses will be recouped in foreseeable future. So the deferred tax is not recognised in the books of accounts.
9. At present the company is not undertaking any activity. Hence, the segmental reporting as required by the AS-17 is not presented.
10. The information required as per Paragraph 4 D of part II of schedule VI of the Companies Act 1956, regarding earnings in foreign currency and amount spent in foreign currency are NIL.
11. The information required as per Paragraph 4 C of part II of schedule VI of the Companies Act 1956, regarding licensed capacity, installed capacity and actual production is not applicable as the company has already sold its machinery and not carrying any manufacturing activities.
12. The information required as per Paragraph 3 of part II of schedule VI of the Companies Act 1956, regarding quantitative information about the purchase made, the opening and closing stock, raw material consumed are nil.
13. Detail of loans and advances to Directors and Companies, Firms and other parties in which the directors are interested.

Particulars	As at 31-03-2009	As at 31-03-2008
Oasis Investment Pvt Ltd (Maximum balance outstanding at any during the year Rs 847810/-, Prev Yr Rs 847810/-)	847810/-	847810/-
Suvidha Construction (Maximum balance outstanding at any during the year Rs 869460/-, Prev Yr Rs 869460/-)	869460/-	869460/-
Total	1717270/-	1717270/-



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

Identified related parties :**DIRECTORS :**

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

RELATIVE :

1. MR. VISHAL GOSWAMI
2. MR. ABHIJITBHAI GOSWAMI
3. MR. ABHISHEK GOSWAMI
4. MR. N.K. 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.

ASSOCIATE CONCERNS :

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

KEY MANAGERIAL PERSONNEL

1. None of the relatives of Directors/ Promoters are having any position in the company or are dealing with the company. Hence, their names are not mentioned.

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



Nature of Transaction	Relatives of Directors	Company under the same management	Directors	Associates	Firm	Total
Unsecured loans given by DFL	NIL	NIL	NIL	847810	869460	1717270
Unsecured loans taken by DFL	4810000	1050000	11815350	131463	NIL	NIL

15. As per Accounting Standard – 24, the company is required to give certain details every year which are as follows:

Presentation and Disclosure

- a. a description of the discontinuing operations(s):

The company had got composite milk processing plant with a capacity of processing 2 lacs liters of milk per day. The plant could process milk in pouches, Ghee, and Butter. The company was also setting up a plant for milk powder. The said plant was shown in the accounts as capital work in process.

The company has sold its plant & machinery and electrification. The company has also sold its milk processing plant which was earlier shown as work in progress.

- b. The business or geographical segment (s) in which it is reported as per Accounting Standard 17, Segment Reporting:

The geographical segment of the company is only one. It has only one plant situated in Gujarat and all its product were sold in India only. The business segment is also considered as one although the company had several different products. All the products are subject to the same risks and returns.

- c. The date and nature of the initial disclosure event:

The company had terminated its plant through abandonment five years ago.

- d. The date or period in which the discontinuance is expected to be completed if known or determinable :



The company is searching for a buyer. Since, the buyer is not available the period in which discontinuance is expected to be completed cannot be determined

- a. The carrying amounts as of the balance sheet date, of the total assets to be disposed of and the total liabilities to be settled:

The company plans to dispose of only its fixed assets. The written down book value of the assets is Rs. 113.51 lacs on the date of the balance sheet. Since, the company is not planning to settle its liabilities the said amount is not given.

- b. The amounts of revenue and expenses in respect of the ordinary activities attributable to the discontinuing operation during the current financial reporting period:

During the current financial period there is income of Rs. 10.02 lacs from the discontinuing operations. The expenses are Rs 18.00 lacs out of which Rs 8.69 lacs are towards depreciation.

- c. The amount of pre-tax profit or loss from ordinary activities attributable to the discontinuing operation during the current financial reporting period, and the income tax expenses related thereto:

The loss from ordinary activities attributable to the discontinuing operation during the current financial period is, 7.98 Lacs. Since, there was loss income tax is not applicable.

- d. The amounts of net cash flows attributable to the operating, investing, and financing activities of the discontinuing operation during the current financial reporting period.

The amount of net cash flows attributable to the discounting operation during the current financial reporting period is the same cash flow as statement given in the accounts.

16. During the year the company has written off VAT payable Rs. 188462/- on sale of Plant & Machinery as informed by the management the said amount is payable by purchaser.



17. The amount of Rs. 166172/- shown as Debtors are doubtful of recovery and should have been written off as bad debts. However, the company has filed a suit against the party and therefore the management has decided to wait till the judgment of the court comes.

18. BALANCE SHEET ABSTRACT AND A COMPANY'S GENERAL BUSINESS PROFILE

I Registration details

Registration No.	:	04-16978
State Code	:	04
Balance Sheet date	:	31/03/2009

**II Capital Raised during the year
(Amt. in Rs. Thousand)**

Public Issue	:	NIL
Rights Issue	:	NIL
Bonus Issue	:	NIL
Private Placement	:	NIL

**III Position of mobilisation and deployment
of funds (Amt. in Rs. Thousand)**

Total Liabilities	:	100625
Total Assets	:	100625

Source of Funds:

Paid up capital	:	81835
Unsecured Loans	:	18790

Application of funds :

Fixed Assets	:	11351
Net Current Assets	:	(3664)
Profit & Loss Account	:	92938

**IV Performance of Company
(Amount in Rs. thousand)**

Sale and other income	:	1002
Total Expenditure	:	1800
(Loss) / Profit before tax	:	(798)
(Loss) / Profit after tax	:	(798)
Basic & Diluted Earnings per share	:	(0.10)
Dividend @ %	:	(0.10)



V Generic Names of three principal products/services of Company

Item Code No.	:	N.A.
Product description	:	N.A.

Signatures to Schedule 1 to 10 forming part of Accounts

AS PER OUR REPORT OF EVEN DATE
FOR J. M. PARIKH & ASSOCIATES
CHARTERED ACCOUNTANTS

JATIN PARIKH
PARTNER

PLACE:- AHMEDABAD.
DATE :- 30/07/2009

FOR & ON BEHALF OF THE
BOARD OF DIRECTORS

A. K. GOSWAMI
CHAIRMAN

K. K. GOSWAMI
DIRECTOR

PLACE:- AHMEDABAD.
DATE :- 30/07/2009



DAIRYFIELD LIMITED

REGISTERED OFFICE
 21, 2nd FLOOR, NATIONAL CHAMBERS,
 ASHRAM ROAD, AHMEDABAD-380009.

L.F. No.
No. of Shares held

ATTENDANCE CARD

I / We hereby record my / our presence at the 17th Annual General Meeting of the Company at 21, 2nd Floor, National Chambers, Ashram Road, Ahmedabad - 380 009-at 11.00 A.M. on Monday, 31st August 2009.

NAME OF THE SHARE HOLDER (IN BLOCK LETTERS) _____

SIGNATURE OF THE SHAREHOLDER/ PROXY* _____

- NOTE :** *Strike out whichever is not applicable.
1. You are requested to sign and hand this over at the entrance.
 2. If you intend to appoint a proxy to attend the meeting instead of yourself, the Proxy form must be deposited at the Registered Office of the company not less than 48 hours before the time for holding the meeting.

DAIRYFIELD LIMITED

REGISTERED OFFICE
 21, 2nd FLOOR, NATIONAL CHAMBERS,
 ASHRAM ROAD, AHMEDABAD-380009.

L.F. No.
No. of Shares held

FORM OF PROXY

I / We _____ of _____
 being a member/ members of the above mentioned Company hereby appoint
 of _____ or failing him _____ of _____
 as my / our proxy to vote for me / us on my / our behalf at the fourteenth Annual General Meeting of the Company to be held on Monday, 31st August 2009. and at any adjournment thereof.

Signed this _____ day of _____ 2009.

Affix 1 Rupee Revenue Stamp

NOTES: Signature _____

1. The Proxy form duly completed, Stamped and signed deposited at the Registered Office of the Companies, not less than 48 hours before the time for holding the meeting, proxy need not be member of Company.
2. This form must be used in favour / against of the resolution, unless otherwise directed, the proxy will vote as he / she thinks fit.

* Strike out whichever is not applicable.

Book-Post

Registered Office :

DAIRYFIELD LIMITED

21, 2nd FLOOR,
NATIONAL CHAMBERS,
ASHRAM ROAD,
AHMEDABAD-380009.

