

SUBWAY FINANCE & INVESTMENT CO. LTD.

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26TH ANNUAL REPORT 2008-2009

SUBWAY FINANCE & INVESTMENT CO. LTD.

BOARD OF DIRECTORS

Mr. Kantilal Vakharia Director
Mr. Umanath Agarwal Director
Mr. Vasudev R. Yadav(up to 30th January, 2009) Director
Mr. Govindan M. Puthiya(w.e.f 24th November, 2008) Director

AUDITORS

M/s J. S. Bhatia & Co.,
Chartered Accountants,
14/15, Ashoka Centre,
2nd Floor, Lokmanya Tilak Marg,
Mumbai- 400 001

BANKERS

Punjab & Sind Bank
Union Bank of India

REGISTERED OFFICE

25, Ambalal Doshi Marg,
Hamam Street, Fort
Mumbai- 400 023
Tel: 022- 22651944 / 22672124
Fax: 022-22655782 / 22675280
Email: gmt@mtnl.net
qualitymachinetls@yahoo.com

**REGISTRAR AND SHARE
TRANSFER AGENTS**

TSR Darashaw Limited
6-10, Haji Moosa,
Patrawala Industrial Estate, 20,
Dr. E Moses Road,
Mumbai- 400 011.
Tel: 022 – 66568484
Fax:022 – 66568494

NOTICE

NOTICE is hereby given that the **Twenty sixth** Annual General Meeting of the members of **SUBWAY FINANCE & INVESTMENT CO. LTD.** will be held at 62, Nagindas Master Road, Fort, Mumbai-400023 on Friday, 25th September, 2009 at 4.00 p.m to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Umanath Agarwal, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint M/s. J. S. Bhatia & Co., Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their Remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Govindan M. Puthiya who was appointed as an Additional Director of the Company on 24th November, 2008 pursuant to the provisions of Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company and in respect of whom the Company has received a notice pursuant to Section 257 of the Act from a shareholder proposing the candidature of Mr. Govindan M. Puthiya for being appointed as a Director of the Company, be and is hereby appointed as a Director of the Company whose office shall be liable to retirement by rotation."

For and on behalf of the Board

Place: Mumbai
Dated: 29th June, 2009

Umanath Agarwal	P. M. Govindan
Director	Director

NOTES:

- 1.A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (forty eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of companies, etc., must be supported by appropriate resolution/authority, as applicable.
3. The register of members and Share Transfer Books of the Company will remain closed from Thursday 24th September, 2009 to Friday 25th September, 2009 (Both days inclusive).
4. Shareholders are requested to forward their queries on the Accounts for the financial year ended 31st March, 2009 to the registered office of the Company at least 10 days in advance to enable the Company to keep the information ready at the meeting.
5. Members desiring any information as regards accounts are requested to write to the Company at least 7 days in advance of the meeting to enable the Management to keep the information ready.
6. Members are requested to bring the copy of the Annual report and attendance slips along with them.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item no 4

The Board of Directors of the Company had appointed Mr. Govindan M. Puthiya as Additional Director of the Company with effect from 24th November, 2008. Pursuant to the provisions of Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company, Mr. Govindan M. Puthiya would hold office upto the date of the ensuing Annual General Meeting of the Company.

The Company has received a notice pursuant to Section 257 of the Companies Act, 1956 along with necessary deposits from a shareholder proposing the candidature of Mr. Govindan M. Puthiya as a Director of the Company whose office shall be liable to retire by rotation.

None of the directors except Mr. Govindan M. Puthiya are concerned or interested in the said resolution.

Keeping in view his experience and expertise, the Board recommends the appointment of Mr. Govindan M. Puthiya as Director of the Company.

For and on behalf of the Board

Place: Mumbai

Dated: 29th June, 2009

Umanath Agarwal P. M. Govindan
Director Director

Regd. Office:

25, Ambalal Doshi Marg,
Hamam Street, Fort
Mumbai- 400 023

DIRECTORS' REPORT

Dear Members,

The Directors have pleasure in presenting the 26th Annual Report on the business, operations and the Audited Accounts of your Company for the financial year ended 31st March, 2009.

Financial Results:

Financial Results for the financial year ended 31st March 2009 are as under:

(Rs. in Lacs)

Particulars	For the year ended 31 st March 2009	For the year ended 31 st March 2008
Net Sales and other Income	28.97	23.72
Profit before Depreciation, Interest and Tax (PBDIT)	25.25	22.03
Less: Interest & Depreciation	11.51	6.29
Profit before Taxation	13.74	15.74
Provision for Taxation & Deferred Tax		
- Current Tax	(4.39)	(3.89)
- Fringe Benefit Tax	-	-
- Deferred Tax	0.00	0.01
Profit after Tax	9.35	11.84
Balance brought forward from last year	114.61	102.77
Balance carried to Balance Sheet	123.96	114.61

Performance for the year:

During the year under review, the turnover of the Company has been Rs.28.97 lacs as against Rs.23.72 lacs in the previous year. After providing for Interest and Depreciation aggregating Rs.11.51 lacs, the net profit before tax has amounted to Rs.9.35 lacs as against Rs. 11.84 lacs in the previous year.

Due to sluggish economic conditions and the continuing recessionary trend in the Indian markets, the performance of the Company has also been affected to a greater extent. As a result, the net profit after tax as carried forward to the balance sheet has been reduced from 11.84 lacs to Rs. 11.84 lacs.

Dividend:

With a view to conserve the resources for meeting future requirements, your Directors have thought it prudent not to recommend any dividend on the paid up share capital of the Company for the year ended 31st March, 2009.

Directors:

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Umanath Agarwal, shall retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr. Vasudev Yadav resigned from the directorship of the Company due to their other occupation respectively. The Board places on record its deep appreciation of the invaluable services rendered by Mr. Vasudev Yadav during their respective tenure as Director of the Company. Mr. Govindan M. Puthiya was appointed as an additional director on 24th November, 2009 pursuant to the provisions of Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company, hold their respective office up to the date of the ensuing Annual General Meeting. The Company has received notice under Section 257 of the Act from members proposing the candidature of Mr. Govindan M. Puthiya, as Director of the Company.

Directors Responsibility Statement:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, your Directors confirm the following:

- (a) that the applicable accounting standards have been followed in the preparation of final accounts and that there are no material departures;
- (b) that the accounting policies have been selected and applied consistently and such judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2009 and of the profits for the year ended on that date;
- (c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- (d) that the annual accounts have been prepared on a going concern basis.

Particulars u/s.217 (2A) of the Companies Act, 1956:

There were no employees who were in receipt of remuneration equal to or exceeding the limits prescribed under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975. Hence, no particulars have been furnished in this regard.

Auditors:

M/s. J. S. Bhatia & Co., Chartered Accountants, the Statutory Auditors of the Company retire at the ensuing Annual General Meeting and are eligible, offer themselves for re-appointment. The retiring Auditors have furnished a certificate of their eligibility for re-appointment under Section 224(1B) of the Companies Act, 1956 and have indicated their willingness to continue in the said office. Members are requested to appoint Auditors for the current year and to authorize the Board to fix their remuneration.

Auditors' Report:

The observations made by the Auditors in their Report read with the relevant notes as given in the Notes to Accounts, are self explanatory and therefore do not call for any further comments under Section 217(3) of the Companies Act, 1956.

Fixed Deposits:

During the year under review, the company has not accepted or renewed any deposits within the meaning of Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

Conservation of Energy, Technology Absorption, foreign Exchange Earnings & Outgo:

The requirements of disclosures in terms of Section 217(1)(e) of the companies Act, 1956, read with the Companies (Disclosures of the Particulars in the report of the Board of Directors), Rules, 1988 pertaining to the conservation of energy and technology absorption are not applicable to the Company due to the very nature of the industry in which it operates.

During the year under review, there was no foreign exchange earnings and outgo.

Acknowledgements:

Your Directors would like to express their grateful appreciation for assistance and co-operation received from the Bankers, members of medical profession, Vendors and the shareholder fraternity whose continued co-operation has been of immense strength to the Management all these years. Your Directors also wish to place on record their deep sense of appreciation for the committed services of the Executives, Staff and Workers of the Company.

For and on behalf of the Board

Place: Mumbai
Dated: 29th June, 2009

Umanath Agarwal
Director

P.M. Govindan
Director

SECRETARIAL COMPLIANCE CERTIFICATE FOR THE YEAR ENDED 31ST MARCH 2009 IN RESPECT OF SUBWAY FINANCE & INVESTMENT COMPANY LIMITED

CIN of the Company: **U65990MH1983PLC029350**

Nominal Capital: **Rs. 1,15,00,000/-**

To,
The Members
Subway Finance & Investment Company Limited
Mumbai

We have examined the registers, records, books and papers of **Subway Finance & Investment Company Limited** (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended **31st March 2009** (financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities. Except Form 32 filed for resignation of Mr. Vasudev Yadav from the Directorship of the Company, none of the forms have been filed within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a public limited Company, comments are not required.
4. The Board of Directors duly met **Five** times respectively on **30th June 2008, 30th July 2008, 31st October 2008, 24th November 2008, 30th January 2009** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from **29th September, 2008 to 30th September, 2008**.

6. The Annual General Meeting for the financial year ended 31st March 2008 was held on 30th September 2008 after giving due notice to the Members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. (i) There was no allotment or transmission of securities during the financial year. However, the Company has delivered all the certificates on lodgment thereof for transfer of Equity Shares as per the provisions of the Act.
(ii) The Company was not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year.
(iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year.
(iv) The Company was not required to transfer any amount to the Investor Education and Protection Fund.
(v) The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of Additional Director has been duly made.
15. The Company has not appointed any Managing Director/Whole time Director/Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.