

SUBWAY FINANCE AND INVESTMENT CO LIMITED

108 Arihant 1st Floor Ahmedabad Street, Carnac Bunder, Mumbai- 400009

ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (AGM) of the Company will be held on Thursday, 29th September, 2011 at the Registered Office of the Company at 108, Arihant, 1st Floor, Ahmedabad Street, Carnac Bunder, Mumbai-400009 to transact the following business:

Ordinary Business:

1. To consider and adopt, the Audited Profit and Loss Account of the Company for the year ended 31st March, 2011 and the Balance Sheet as at that date and the reports of the Directors and Auditors thereon.
2. To re-appoint Mr. Govindan Puthiya Manayamkuth who is liable to retire by rotation.
3. To appoint M/s. N.B. Parekh & Associates, Chartered Accountants, Mumbai, as Auditors of the Company, in place of M/s. J.S. Bhatia & Co., being retiring Auditors of the Company to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting at a remuneration to be mutually decided between them and the Board of Directors.

Special Business:

4. **To re-appoint Mr. Amulakh Bhupatray Mehta as Director liable to retire by rotation:**

To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Amulakh Bhupatray Mehta, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office under Section 260 of the Companies Act, 1956, (the Act) upto this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Act proposing his candidature for the office of director, be and is hereby appointed as a director of the company, who will be liable to retire by rotation."



5. To re-appoint Mr. Jayesh Amulakh Mehta as Director liable to retire by rotation:


To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

ORDINARY RESOLUTION:

"RESOLVED THAT Mr. Jayesh Amulakh Mehta, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office under Section 260 of the Companies Act, 1956, (the Act) upto this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Act proposing his candidature for the office of director, be and is hereby appointed as a director of the company, who will be liable to retire by rotation."

Date: 29th August, 2011
Place: Mumbai

For SUBWAY FINANCE AND INVESTMENT
CO Limited


Jayesh Mehta
Director



SUBWAY FINANCE AND INVESTMENT CO LIMITED

108 Arihant 1st Floor Ahmedabad Street, Carnac Bunder, Mumbai- 400009

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED TO THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE AGM DULY COMPLETED.
2. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING ARE REQUESTED TO ENSURE THAT THE AUTHORIZED REPRESENTATIVE CARRIES A DULY CERTIFIED TRUE COPY OF THE BOARD RESOLUTION, POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATIONS UNDER SECTION 187 OF THE {INDIAN} COMPANIES ACT, 1956, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 1956, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, SUCH AS BOARD RESOLUTION OR POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING.
3. EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF ITEM NO. 4 AND 5 IS ANNEXED.
4. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM MONDAY, SEPTEMBER 26, 2011 TO WEDNESDAY, SEPTEMBER 28, 2011 (BOTH DAYS INCLUSIVE)



SUBWAY FINANCE AND INVESTMENT CO LIMITED

108 Arihant 1st Floor Ahmedabad Street, Carnac Bunder, Mumbai-400009

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

Item No. 4

Mr. Amulakh Bhupatray Mehta was appointed as an additional director by the Board of Directors at its meeting held on April 18, 2011. According to the provisions of Section 260 of the Act, he holds office up to the date of the forthcoming Annual General meeting. As required by Section 257 of the Act, a notice has been received for candidature of his appointment as a Director liable to retire by rotation.

None of the Directors of the Company, other than Mr. Amulakh Bhupatray Mehta and Mr. Jayesh Amulakh Mehta are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Item No. 5

Mr. Jayesh Amulakh Mehta was appointed as an additional director by the Board of Directors at its meeting held on April 18, 2011. According to the provisions of Section 260 of the Act, he holds office up to the date of the forthcoming Annual General meeting. As required by Section 257 of the Act, a notice has been received for candidature of his appointment as a Director liable to retire by rotation.

None of the Directors of the Company, other than Mr. Jayesh Amulakh Mehta and Mr. Amulakh Bhupatray Mehta are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Date: 29th August, 2011
Place: Mumbai

For SUBWAY FINANCE AND INVESTMENT CO Limited

Jayesh Mehta
Director



AUDITOR'S REPORT

We have audited the attached Balance Sheet of M/S SUBWAY FINANCE & INVESTMENT CO. LTD., as on 31st March 2011 and also the Profit & Loss Account for the year ended on that date and cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements on our audit.

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 misstatements. An audit also includes examining, on 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 the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003, (the Order) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

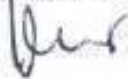
Further to our comments in the Annexure referred to above, we report that :

- i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
- ii) 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 those books.
- iii) The Balance Sheet, Profit & Loss Account dealt with by this report are in agreement with the books of accounts.
- iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
- v) On the basis of written representations received from the directors as on March 31, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.



- vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts 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 :
- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011.
 - b) In the case of Profit & Loss Account, of the Profit for the year ended on that date.
 - c) In case of Cash Flow statement, of the cash flows for the year ended on that date.

For J. S. BHATIA & CO.,
CHARTERED ACCOUNTANTS



J. S. BHATIA

PLACE : MUMBAI
DATE : 05-05-2011



Annexure to the auditors report of even date to the members of M/S SUBWAY FINANCE & INVESTMENT CO. LTD.

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and the situation of its fixed assets.
- b) All fixed assets are physically verified by the management during the year. In our opinion, the frequency of verification of the fixed assets by the management is reasonable having regard to the size of the Company and the nature of its assets. There were no discrepancies noticed during the physical verification conducted by management.
- c) In our opinion, the company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the company is not affected.
- ii) Since the company is finance company, the requirements of clause (ii)(a), (ii)(b) and (ii)(c) of the order is not applicable.
- iii) During the year, the company has not granted any loans to parties listed in the register maintained under section 301 of the Companies Act, 1956.
- iv) Since the company did not deal in goods or merchandise, the requirements in clause (iv) of the order to internal control procedure on purchase of inventory, fixed assets and sale of goods is not applicable.
- v) Based on the audit procedures applied by us and according to the information and explanation provided by the management, we are of the opinion that there were no transactions entered into by the company that need to be entered into the register maintained u/s 301 of the Act. Accordingly, clause (v)(b) of the Order is not applicable.
- vi) The company has not accepted any deposits from the public during the year.
- vii) The company has a system of internal audit which, in our opinion, is commensurate with its size and nature of its business.
- viii) The company is not required to maintain cost records pursuant to the rules made by the Central Government under section 209(1)(d) of the Companies Act, 1956.
- ix) According to the records, information and explanations provided to us, the company is generally regular in depositing with appropriate authorities undisputed amount of provident fund, sales tax, employee's state insurance, income tax and other statutory dues applicable to it and no undisputed amounts payable were outstanding as at 31st March, 2008 for a period of more than six months from the date they became payable.



- x) The company neither has accumulated losses nor it has incurred any cash losses during the current financial year and the immediately preceeding financial year.
- xi) Based on our procedures and on the information and explanations given by the management, the company has not availed and funds / facilities from the financial institution or bank.
- xii) Based on our examination and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The company is not a chit / nidhi / mutual benefit fund/ society and clause (xiii) of the order is not applicable.
- xiv) In our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts relating to dealing in shares, securities and debentures and timely entries have been made in such records. All the investments are in the name of the company.
- xv) On the basis of the information and explanations given to us the Company has not given any guarantee for loans taken by others from bank or financial institution.
- xvi) There was no term loan availed by the company and outstanding during the year.
- xvii) On the basis of our examination of the books of accounts and the information and explanations given to us, in our opinion, the funds raised on short-term basis have not been used for long term investment and vice versa.
- xviii) During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xix) The company did not have any outstanding debentures during the year.
- xx) The company has not raised any money by way of public issues during the year.
- xxi) Based on the audit procedure performed and information and explanations given to us by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

PLACE : MUMBAI
DATE : 05/05/2011



For J. S. BHATIA & CO.,
CHARTERED ACCOUNTANTS.


J. S. BHATIA
PROPRIETOR

SUBWAY FINANCE & INVESTMENT CO LTD

BALANCE SHEET AS ON 31ST MARCH 2011

	SCH. No.	AS AT 31.3.2011	AS AT 31.3.2010
		Rs	
I. SOURCES OF FUNDS			
1 Shareholders Funds	A	11,025,000.00	11,025,000.00
a) Capital	B	6,883,324.44	6,293,923.44
b) Reserves & Surplus			
2 Loan Funds			76,896.00
a) Unsecured Loans (Intercompany Deposit)	B1	-	
		128.00	212.00
3 Deferred Tax Liability			
TOTAL FUNDS EMPLOYED		17,908,452.44	17,396,031.44

II. APPLICATIONS OF FUND

1 Fixed Assets	C	42,000.00	42,000.00
Gross Block		41,578.00	41,296.00
Less : Depreciation		422.00	704.00
Net Block			
2 Investments	D	2,629,184.00	71,684.00
3 Net Current Assets			
Current Assets	E	50,606.44	10,031,107.44
Loans & Advances	F	16,189,929.00	8,413,639.00
Current Assets & Loans & Advances		16,695,996.44	18,444,746.44
Less : Current Liabilities & Provisions	G	1,417,150.00	1,121,103.00
Net Current Assets		15,278,846.44	17,323,643.44
Miscellaneous Expenditure			
Bonus Shares Expenses			
TOTAL FUNDS APPLIED		17,908,452.44	17,396,031.44

NOTES ON ACCOUNTS:

AS PER OUT ATTACHED REPORT OF EVEN DATE

FOR J.S BHATIA & CO
CHARTERED ACCOUNTANT

J.S BHATIA
PROPRIETOR

PLACE : MUMBAI
DATED : 05th May 2011



FOR AND ON BEHALF OF THE BOARD

U R AGARWAL

P. M. GOVINDAN
DIRECTORS

PLACE : MUMBAI
DATED : 05th May 2011

SUBWAY FINANCE & INVESTMENT CO LTD
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2011

	SCH. No.	AS AT 31.03.2011	AS AT 31.3.2010
INCOME:			
Interest Received	SCH H	1,083,068.00	1,171,130.00
Misc. Income		-	-
Profit/Loss On Sale of Shares		-	-
		<u>1,083,068.00</u>	<u>1,171,130.00</u>
EXPENDITURE:			
Administration & Other Exp	J	219,318.00	231,182.00
Depreciation		282.00	469.00
Interest Paid	K	3,844.00	72,601.00
		<u>223,444.00</u>	<u>304,252.00</u>
Profit Before Tax		859,624.00	866,878.00
Less: Provision of Taxation			
Current Tax			
Deferred Tax		(270,307.00)	(265,246.00)
Profit After Tax		84.00	136.00
Excess/ (short) Provision for Tax		589,401.00	601,768.00
Balance carried forward to Balance Sheet		<u>589,401.00</u>	<u>601,768.00</u>
Earning Per Share			
Basic & Diluted		0.53	0.55
Face Value per Share		Rs.10	Rs.10

NOTES ON ACCOUNTS
AS PER OUT ATTACHED REPORT OF EVEN DATE

FOR J.S BHATIA & CO
CHARTERED ACCOUNTANT

J.S BHATIA
PROPRIETOR

PLACE : MUMBAI
DATED : 05th May 2011



FOR AND ON BEHALF OF THE BOARD
U.R. AGARWAL

P. M. GOVINDAN
DIRECTORS

PLACE : MUMBAI
DATED : 05th May 2011