

**BOARD OF DIRECTORS AND KMP**

Mayur Kantilal Shah	- Director
Suketu Bhogilal Shah	- Director
Sandeep Padmakant Parikh	- Director
Ashok Narottam Tanna	- Director
Dilip Madhubhai Karelia	- Director
Janaki Nehal Shah	- Director
Kalpesh Kanubhai Shah	- Managing Director
Bhupendra Ratilal Kadhi	- CFO

**AUDITORS**

M/s. Priya Choudhary & Associates,  
Chartered Accountants,  
Registration No. 011506C

**REGISTRAR AND TRANSFER AGENTS****Sharex Dynamic (India) Pvt. Ltd**

Unit - 1, Luthra Ind. Premises,  
1st Floor, Safed Pool,  
Andhri Kurla Road,  
Andheri (East), Mumbai  
Tel.:022-28515606 / 28515644  
Fax.:022-28512885  
E-mail: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)  
Website: [www.sharexindia.com](http://www.sharexindia.com)

**REGISTERED OFFICE**

Eastern Court, B Wing,  
1st Floor, Junction of Tejpal, Parleshwar Road,  
Vile Parle (E), Mumbai 400057  
Phone: 022-26165960,  
Fax: 022-26165969  
E-Mail: [subwayfinance.co@gmail.com](mailto:subwayfinance.co@gmail.com)  
Website: [www.sadgurubuilders.com](http://www.sadgurubuilders.com)

**NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF SUBWAY FINANCE AND INVESTMENT COMPANY LIMITED WILL BE HELD ON WEDNESDAY, 30<sup>TH</sup> SEPTEMBER, 2015 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT EASTERN COURT, B-101, 1<sup>ST</sup> FLOOR, JUNCTION OF TEJPAL & PARLESHWAR ROAD, VILE PARLE, MUMBAI – 400057 TO TRANSACT THE FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Mayur Shah (DIN: 01227368), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and fix their remuneration and for that purpose to pass with or without modification(s) the following resolution, as an **Ordinary Resolution**:

**“RESOLVED THAT** M/s. Priya Choudhary & Associates, Chartered Accountants, (Registration No. 011506C) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors of the Company.”

**Date : 31<sup>st</sup> August, 2015**  
**Place: Mumbai**

By Order of the Board of Directors  
**SUBWAY FINANCE AND  
INVESTMENT CO LTD**

**KALPESH KANUBHAI SHAH**  
**MANAGING DIRECTOR**

**DIN: 01227205**

**ADD: JVPD, Road No 12, Mahalaxmi,  
BLDG, 4th Floor,, Plot No S/6, Kapol  
Society, Vile Parle (West), Mumbai-400056**

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETINGS IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.**

**A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER**

2. Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23/09/2015 to 30/09/2015 (both days inclusive)
4. Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent, M/s. Sharex Dynamic (India) Pvt Ltd., Registrar & Transfer Agents, Unit 1, Luthra Industrial Premises, 1<sup>st</sup> Floor, 44-E, M Vasanti Marg, Andheri- Kurla Road, Safed Pool, Andheri (E), Mumbai 400072.
5. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
7. Members seeking any information on the Accounts are requested to write to the Company, which should reach the Company at least one week before the date of the Annual General Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Annual General Meeting.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
9. Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to the Company. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.
10. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares.

11. The Notice of the AGM along with the Annual Report 2014-15 is being sent by the permitted mode.
12. All documents shall be open for inspection at the Registered Office of the Company during (3.00 pm to 5.00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
14. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

**15. Voting through electronic means**

In compliance with the provisions of Section 108 of the Act and the Rules made there under, the Members are provided with the facility to cast their vote electronically, through the e-Voting Services provided by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- (i) The voting period begins on Sunday, 27<sup>th</sup> September, 2015, 10.00 A.M. and ends on Tuesday, 29<sup>th</sup> September, 2015, 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Stickers.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodian

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Other Instructions**

- A) The voting rights of Members shall be in proportion to their share of the paid up share capital of the Company as on 23<sup>rd</sup> September, 2015.
- B) Ms. Kumudini Paranjape, Partner of Makarand M. Joshi & Co; Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- C) Any person, who acquires the shares of the Company and become member of the Company after dispatch of notice and holding shares as on the Cut- off date i.e. 23<sup>rd</sup> September, 2015 may obtain the login ID and password by sending the request at the email id [subwayfinance.co@gmail.com](mailto:subwayfinance.co@gmail.com) or to the Scrutinizer Ms. Kumudini Paranjape at 803/804, 9<sup>th</sup> Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai-400080
- D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to **[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)**
- E) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- F) Members who do not have access to remote e-voting facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, at 803/804, 9<sup>th</sup> Floor, City of Joy, J.S.D Road, Mulund (West), Mumbai-400080, not later than 28<sup>th</sup> September 2015 (5.00 p.m.). Ballot Forms deposited in person or sent by post or courier at the expenses of the Member will also be accepted. Ballot form received after this date will be treated as invalid.

- G) The facility for voting through ballot paper shall be made available at the AGM and the members attending the AGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- H) A Member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- I) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be eligible to cast their vote again.
- J) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and shall make, not later than 2 days of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favor and against, if any, to the Chairman or a person authorized by him in writing , who shall countersign the same and declare the result of the voting forthwith.
- K) The Results declared along with Scrutinizer's Report (s) will be available on the website of the Company [www.sadgurubuilders.com](http://www.sadgurubuilders.com) within two days of passing of resolutions and communication of the same to the BSE Limited.

**Date : 31<sup>st</sup> August,2015**  
**Place: Mumbai**

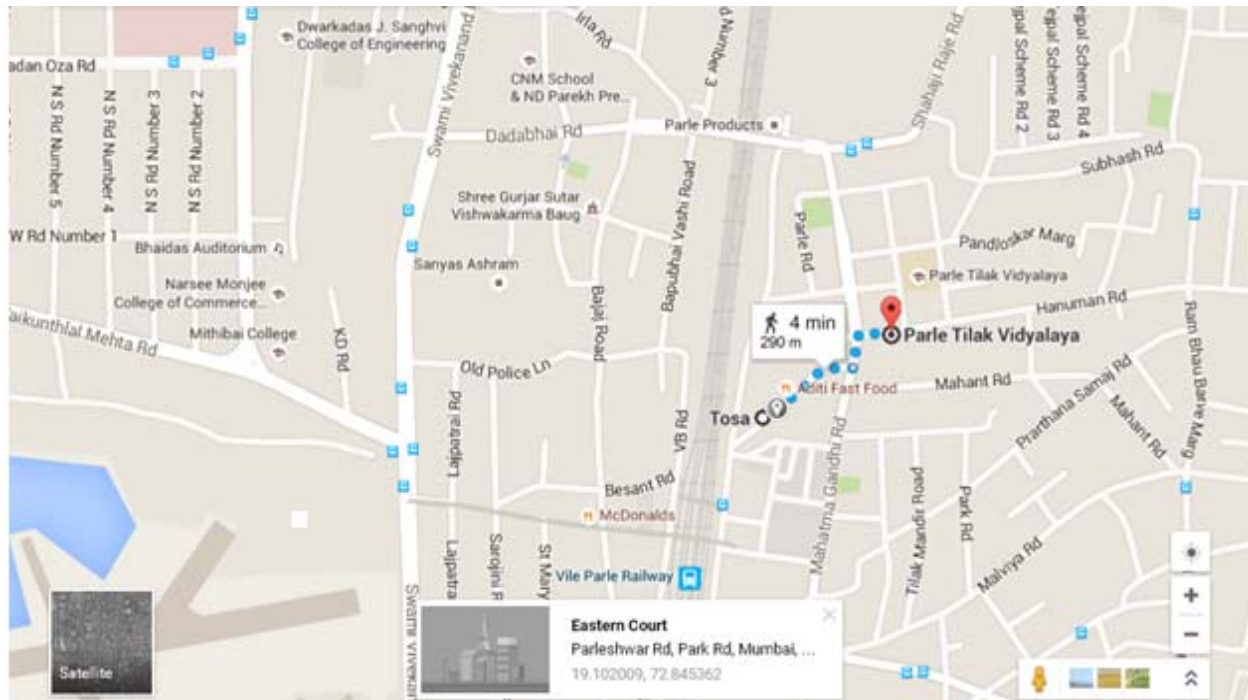
By Order of the Board of Directors  
**SUBWAY FINANCE AND  
INVESTMENT CO. LTD.**

**KALPESH KANUBHAI SHAH**  
**MANAGING DIRECTOR**  
**DIN: 01227205**

**ADD: JVPD, Road No 12, Mahalaxmi,  
BLDG, 4th Floor,, Plot No S/6, Kapol  
Society, Vile Parle (West), Mumbai-400056**

**Land Mark:** Parle Tilak Vidyalaya

## **ROUTE MAP**





**SUBWAY FINANCE & INVESTMENT CO.LTD**

**CIN: L65990MH1983PLC029350**

Eastern Court, B Wing, 1st Floor, Junction of Tejpal, Parleshwar Road,  
Vile Parle (E), Mumbai 400057

Phone: 022-26165960, Fax: 022-26165969

E-Mail: [subwayfinance.co@gmail.com](mailto:subwayfinance.co@gmail.com) Website: [www.sadgurubuilders.com](http://www.sadgurubuilders.com)

**FORM NO MGT-11**

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the  
Companies (Management and Administration) Rules, 2014)

CIN: L65990MH1983PLC029350

Name of the Company: Subway Finance and Investment Co. Ltd

Regd. Office: Eastern Court, B 101, 1<sup>ST</sup> Floor, Uction Of Tejpal & Parleshwar Road, Vile  
Parle, Mumbai- 400057

Email: [subwayfinance.co@gmail.com](mailto:subwayfinance.co@gmail.com)

Website: [www.sadgurubuilders.com](http://www.sadgurubuilders.com)

Tel. 022-26165960,

Fax: 022-26165969,

Name of the Member(s):	
Registered Address:	
E mail Id:	
Folio No / Client ID:	
DP ID:	

I / We, being the member(s) of shares of the above named company, hereby appoint:

Name:	Address:	or failing him
.....	.....	
Name:	Address:	or failing him
.....	.....	
Name:	Address:	
.....	.....	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, 30<sup>th</sup> September, 2015 at 11.00 a.m at the registered office of the Company situated at Eastern Court, B 101, 1<sup>ST</sup> Floor, Junction Of Tejpal & Parleshwar Road, Vile Parle, Mumbai-400057 and at any adjournment thereof in respect of the such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
<b>Ordinary Business</b>			
1	To consider and adopt the Balance Sheet as at 31 <sup>st</sup> March, 2015 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon		
2.	To appoint Director in place of Mr. Mayur Shah (DIN: 01227368), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment		
3.	To reappoint M/s. Priya Choudhary & Associates, Chartered Accountants (Registration No: 011506C) as the Statutory Auditor of the Company and fix their remuneration.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015.  
 Signature of the Shareholder. \_\_\_\_\_  
 Signature of Proxy holder(s). \_\_\_\_\_

Please affix  
the Revenue  
Stamp of  
Re. 1

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