

TOKYO

FINANCE
LIMITED

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ANNUAL
REPORT
1998 - 99

TOKYO FINANCE LIMITED

BOARD OF DIRECTORS

Shri. Velji L. Shah
Chairman

Shri. Haresh V. Shah

Shri. Kamlesh Khirani

AUDITORS
Swamy & Chhabra
Chartered Accountants

BANKERS
Bombay Mercantile Co-Op. Bank Ltd.

REGISTERED OFFICE
Tokyo House
9/49, Marol Co-Op. Ind. Estate,
Sakinaka, Andheri (E),
Mumbai - 400 059.

REGISTRAR AND TRANSFER AGENT
Choksh Infotech Ltd.
35, Ajanta House,
Marol Co-Op. Ind. Estate,
Sakinaka, Andheri (E),
Mumbai - 400 059.

Fifth Annual General Meeting	CONTENTS
<p>Date : 29th September 1999.</p> <p>Time : 11.30 A.M.</p> <p>Venue : SHRI. SATYANARAYAN GOENKA BHAVAN 87, J. B. Nagar, Andheri (East), Mumbai - 400 059.</p>	<p>Notice..... 1</p> <p>Directors' Report..... 2</p> <p>Auditors' Report..... 3</p> <p>Balance Sheet..... 5</p> <p>Profit and Loss Account..... 6</p> <p>Schedules to the Account 7</p> <p>Cash Flow Statement..... 12</p>

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NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the shareholders of Tokyo Finance Limited will be held at Shri Satyanarayan Goenka Bhavan, 87, J.B. Nagar, Andheri (East), Mumbai - 400 059 on September 29, 1999 at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS

To Pass the following resolution as ordinary resolution

1. To receive, consider and adopt the audited Balance Sheet as at 31.3.99 and Profit & Loss account of the year ended on that date together with the Report of the Directors and Auditors.
2. To appoint a Director in place of Shri Haresh V. Shah, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting.

SPECIAL RESOLUTION

4. To consider and if thought fit to pass with or without modification(s) the following resolution as Special Resolution :-

"RESOLVED that subject to all applicable provisions of the Companies Act, 1956, (including any statutory modifications guidelines or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to such other approvals, permissions and sanctions, as may be necessary from Securities and Exchange Board of India (SEBI), Stock Exchange(s), Central Government or Such other authorities and subject to such conditions and modifications as may be prescribed or enforced while granting such approvals permissions and sanctions which may be agreed to by the Board of Directors of the Company, the consent of the Company be and is hereby accorded to the Board of Directors to delist the equity shares of the Company from the Ahmedabad Stock Exchange.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds things and matters that may be necessary and desirable or expedient in giving effect to the aforesaid resolution".

By Order of the Board

HARESH V. SHAH
Director

Mumbai, May 31, 1999.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of members and share transfer books will remain closed from Sept. 22, 1999 to Sept. 28, 1999 (both days inclusive).
3. Members are requested to notify the change of address, if any, to the company's registrar and share transfer agent, Choksh Infotech Ltd., 35, Ajanta House, Marol Co-Op. Industrial Estate, Andheri - Kuria Road, Mumbai - 400 059.
4. For the convenience of the members and for the proper conduct of the meeting, entry to the place of meeting will be regulated by attendance card, which is attached herewith.
5. Members are requested to kindly bring their copies of annual report to the meeting.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956

RESOLUTION NO. 4:

The equity shares of the Company are listed at The Mumbai and Ahmedabad Stock Exchanges. The trading volume of the Company's shares at the Ahmedabad Stock Exchange is very low since last three years. With the introduction of Bombay On-Line Trading (BOLT) facility available from many parts of the country, the importance of smaller local Stock exchange is reduced substantially. In view of this, it is proposed to delist our securities from The Ahmedabad Stock Exchange.

None of the Directors of the Company is, in any way, concerned or interested in the proposed resolution.

By Order of the Board

HARESH V. SHAH
Director

Mumbai, May 31, 1999.