

# ARTHEON FINANCE LIMITED



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## 25<sup>TH</sup> ANNUAL REPORT 2008-2009

CERTIFIED TRUE COPY

For ARTHEON FINANCE LTD.

*M. L. Tulya*

Director

# ARTHEON FINANCE LIMITED

## BOARD OF DIRECTORS

MR. S.K. JIWARAJKA	--- DIRECTOR
MR. M.L. TULSYAN	--- DIRECTOR
MR. TUSHAR JIWARAJKA	--- DIRECTOR
MR. DEBA PRASAD ROY	--- DIRECTOR

## AUDITORS

M/S. V.PAREKH & ASSOCIATES

## BANKERS

CANARA BANK

## REGISTERED OFFICE

201, SUMER KENDRA,  
PANDURANG BUDHKAR MARG,  
WORLI, MUMBAI -400018

## ARTHEON FINANCE LIMITED

### NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of the Company will be held

At: 201, Sumer Kendra, Pandurang Budhkar Marg, Worli, Mumbai 400018.

On: Wednesday, 30<sup>th</sup> September, 2009 at 11.00 A.M.

to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider & adopt the audited Balance Sheet as at 31.03.2009 and the Profit & Loss Account for the year ended on that date and the Directors' & Auditors' Reports thereon.
2. To appoint a Director in place of Mr. Deba Prasad Roy who retires by rotation, but being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

#### 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 A PROXY NEED NOT BE A MEMBER.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 29<sup>th</sup> September, 2009 to Wednesday, 30<sup>th</sup> September, 2009 (both days inclusive).
3. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.

BY ORDER OF THE BOARD



Director

REGISTERED OFFICE:  
201, Sumer Kendra,  
Pandurang Budhkar Marg,  
Worli, Mumbai 400018

Dated: 04.09.2009

# **JIGYASA SINGHI & ASSOCIATES**

Company Secretaries

J-11/16, Jal Mandir Society,  
Bangur Nagar, Goregaon (W),  
Mumbai 400 090.  
Tel : (022) 2872 6089  
E-Mail : jigyasasinghi@yahoo.com

Registration No: L65990MH2003PLC033922

Authorised Capital: Rs.9,00,00,000/-

## Compliance Certificate

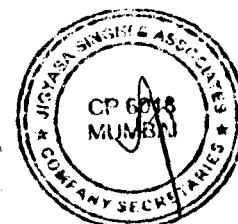
To,  
The Members  
**ARTHEON FINANCE LIMITED**  
201, Sumer Kendra, Pandurang Budhkar Marg,  
Worli, Mumbai 400018

We have examined the registers, records, books and papers of **ARTHEON FINANCE LIMITED** 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 on March 31, 2009. 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:

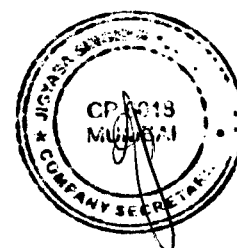
1. The company has kept and maintained the registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and the entries therein have been recorded.
2. The company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as mentioned in the said annexure.
3. The Company being a public limited company, comments that a Private Limited Company has minimum prescribed capital, maximum number of members, invitation to public to subscribe for shares and acceptance of deposits from persons other than its members, directors or their relatives, are not required.
4. The Board of Directors duly met 4 (Four) times on 28.04.2008, 30.07.2008, 27.10.2008 and 21.01.2009 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. (No circular resolution was passed.)
5. The Company closed its Register of Members from Monday, 29<sup>th</sup> September, 2008 to Tuesday 30<sup>th</sup> September, 2008 for the purpose of Annual General Meeting and had complied with the provisions of Section 154 of the Act.



6. The annual general meeting for the year ended on March 31, 2008 was held on 30.09.2008 after giving notice to the members of the Company and the resolutions passed thereat were 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 loan to its Directors and/or persons or firms or companies referred to in the 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 was not required to obtain any approvals from the Board of Directors, members or the previous approval of the Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13.
  - (i) There was no allotment/ transfer/ transmission of securities during the financial year.
  - (ii) The Company has not deposited 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. There were no unpaid dividends in the Company.
  - (iv) There are no unpaid dividends, application money due for refund, matured deposits, matured debentures or the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
  - (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. There was no appointment of additional directors, alternate directors and directors to fill casual vacancies during the financial year.



15. The Company has not appointed any Managing Director/ Whole-time Directors/ Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such other authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/ accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The borrowings made by the company from banks during the financial year ending March 31, 2009 is within the borrowing limits of the company.
25. The Company has made loans, advances and investments in other bodies corporate during the financial year.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.



27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There were no prosecutions initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has deposited both employees' and employers' contribution to provident fund with prescribed authorities pursuant to section 418 of the Act.

For Jigyasa Singhi & Associates

Place : Mumbai

Date : 04.09.2009

Signature :

Name of Company Secretary : Jigyasa V. Singhi

C. P. No. :

6018



ARTHEON FINANCE LIMITED

Annexure A

Statutory Registers as maintained by the Company

1. Register of Charges u/s 143 of the Act.
2. Register of Members u/s 150 of the Act of the Act.
3. Minutes Book of Board Meetings u/s 193 of the Act. (In loose leaf)
4. Minutes Book of General Meetings u/s 193 of the Act. (In loose leaf)
5. Books of Accounts u/s 209 of the Act are being audited by the Statutory Auditors of the Company.
6. Register of Contracts u/s 301 of the Act.
7. Register of disclosure of interest u/s 301 of the Act.
8. Register of particulars of Directors etc. u/s 303 of the Act.
9. Register of Directors' Shareholding u/s 307 of the Act.

Other Registers:

1. Register of Transfers
2. Register of Directors' Attendance
3. Register of Shareholders' Attendance

For Jigyasa Singhi & Associates

Place : Mumbai

Date : 04.09.2009

Signature :

Name of Company Secretary : Jigyasa V. Singhi

C. P. No. :

6018





**ARTHEON FINANCE LIMITED****Annexure B**

Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ended on 31<sup>st</sup> March, 2009.

Sr. No.	Form No. / Return	Filed under Section	For	Date of filing/ Registration	Whether filed within prescribed time Yes/ No	If delay in filing whether requisite additional fee paid. Yes/No
1.	Form 23AC & 23ACA alongwith Annual Report for the year ended 31.03.2008	220	Approved at the Annual General Meeting held on 30.09.2008	01.11.2008	No	Yes
2.	Form 66 Alongwith Compliance Certificate	383A	Financial year ended 31.03.2008	21.10.2008	Yes	N.A.
3.	Form 20B alongwith Annual Return made as on 30.09.2008	159	Annual General Meeting held on 30.09.2008	14.11.2008	Yes	N.A.

For Jigyasa Singhi & Associates

Place : Mumbai

Signature :

Date : 04.09.2009

Name of Company Secretary: Jigyasa V. Singhi

C. P. No. :

6018

