



Thursday, September 29, 2016

To,  
**Bombay Stock Exchange Ltd.**  
Corporate Relationship Department  
1st Floor, New Trading Ring,  
Rotunda Building, P.J. Towers,  
Dalal Street, Fort, Mumbai- 400001  
(Scrip Code No. : 500418)

Dear Sir/Madam,

**Sub: 22nd Annual General Meeting ('AGM') and voting results.**

In continuation to our letter dated September 3, 2016, 22nd Annual General Meeting ('AGM') of the Company was held on 28th September, 2016 and the business mentioned in the Notice dated August 10, 2016 were transacted.

In this regard, Please find enclosed the following :

1. Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I
2. Voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.
3. Report of Scrutinizer dated September 29, 2016, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.
4. Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

This is for your information and records.

Thanking You  
Yours Sincerely,  
For Tokyo Finance Limited

Haresh V. Shah  
Director  
DIN : 00008339



**(Annexure-II)**  
**VOTING RESULTS OF 22<sup>ND</sup> ANNUAL GENERAL MEETING OF TOKYO FINANCE LIMITED**

Date of the AGM	28 <sup>th</sup> September, 2016
Total number of shareholders on record date	2228
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	34
No. of Shareholders attended the meeting through Video Conferencing :	
Promoters and Promoter Group:	--
Public:	--

Resolution required: (Ordinary/ Special)			Ordinary : To consider and adopt the Audited Standalone Financial Statement for the year ended 31st March, 2016 and the Report of Board of Directors and Auditors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2887259	1767259	61.209	1767259	--	100.00	--
	Poll		1120000	38.791	1120000	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		2887259	100.000	2887259	--	100.00	--
Public Institutions	E-Voting	--	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		--	--	--	--	--	--
Public-Non Institutions	E-Voting	4082841	1439524	35.258	1439524	--	100.00	--
	Poll		50	0.001	50	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		1439574	35.259	1439574	--	100.00	--
Total		6970100	4326833	62.077	4326833	--	100.00	--





Resolution required: (Ordinary/ Special)		Ordinary : Re-appointment of Mr. Haresh V. Shah, who retires by rotation and, being eligible, offers himself for re-appointment						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2887259	1767259	61.209	1767259	--	100.00	--
	Poll		1120000	38.791	1120000	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		2887259	100.000	2887259	--	100.00	--
Public Institutions	E-Voting	--	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		--	--	--	--	--	--
Public-Non Institutions	E-Voting	4082841	1439524	35.258	1439524	--	100.00	--
	Poll		50	0.001	50	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		1439574	35.259	1439574	--	100.00	--
Total		6970100	4326833	62.077	4326833	--	100.00	--

Resolution required: (Ordinary/ Special)		Ordinary : To ratify the appointment of Auditors and fixing their remuneration.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2887259	1767259	61.209	1767259	--	100.00	--
	Poll		1120000	38.791	1120000	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		2887259	100.000	2887259	--	100.00	--
Public Institutions	E-Voting	--	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		--	--	--	--	--	--
Public-Non Institutions	E-Voting	4082841	1439524	35.258	1439524	--	100.00	--
	Poll		50	0.001	50	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		1439574	35.259	1439574	--	100.00	--
Total		6970100	4326833	62.077	4326833	--	100.00	--





Resolution required: (Ordinary/ Special)		Ordinary : Appointment of Mr. Velji L. Shah, as Managing Director and Chairman of the Company and fix the Remuneration.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes again on Votes Polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2887259	767059	26.567	767059	--	100.00	--
	Poll		1120000	38.791	1120000	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		1887059	65.358	1887059	--	100.00	--
Public Institutions	E-Voting	--	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		--	--	--	--	--	--
Public-Non Institutions	E-Voting	4082841	1439524	35.258	1439524	--	100.00	--
	Poll		50	0.001	50	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		1439574	35.259	1439574	--	100.00	--
Total		6970100	3326633	47.727	3326633	--	100.00	--

Resolution required: (Ordinary/ Special)		Special : Adoption of new set of Article of Association of the Company inter alia pursuant to Companies Act, 2013.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes again on Votes Polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2887259	1767259	61.209	1767259	--	100.00	--
	Poll		1120000	38.791	1120000	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		2887259	100.000	2887259	--	100.00	--
Public Institutions	E-Voting	--	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		--	--	--	--	--	--
Public-Non Institutions	E-Voting	4082841	1439524	35.258	1439524	--	100.00	--
	Poll		50	0.001	50	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		1439574	35.259	1439574	--	100.00	--
Total		6970100	4326833	62.077	4326833	--	100.00	--





Resolution required: (Ordinary/ Special)		Special : To keep the Register of members at office of Registrar and Transfer Agent of the Company at Mumbai. (i.e. At a place other than Registered Office)						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2887259	1767259	61.209	1767259	--	100.00	--
	Poll		1120000	38.791	1120000	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		2887259	100.000	2887259	--	100.00	--
Public Institutions	E-Voting	--	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		--	--	--	--	--	--
Public-Non Institutions	E-Voting	4082841	1439524	35.258	1439524	--	100.00	--
	Poll		50	0.001	50	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		1439574	35.259	1439574	--	100.00	--
Total		6970100	4326833	62.077	4326833	--	100.00	--



Resolution required: (Ordinary/ Special)		Ordinary : Approval to deliver document through a particular mode as may be sought by the member.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares Held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2887259	1767259	61.209	1767259	--	100.00	--
	Poll		1120000	38.791	1120000	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		2887259	100.000	2887259	--	100.00	--
Public Institutions	E-Voting	--	--	--	--	--	--	--
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		--	--	--	--	--	--
Public-Non Institutions	E-Voting	4082841	1439524	35.258	1439524	--	100.00	--
	Poll		50	0.001	50	--	100.00	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		1439574	35.259	1439574	--	100.00	--
Total		6970100	4326833	62.077	4326833	--	100.00	--





# Virendra Bhatt

Company Secretary

Office :

602, Tardeo Airconditioned Market,  
Tardeo Main Road, Tardeo,  
Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 98200 48670

e-mail : bhattivirendra1945@yahoo.co.in

To,  
The Chairman  
TOKYO FINANCE LIMITED

22<sup>nd</sup> Annual General Meeting of the members of TOKYO FINANCE LIMITED (CIN: L65923DD1994PLC009783) held at Hotel Sovereign, Sea Face Road, Daman - 396 210 (U.T) on Wednesday, 28<sup>th</sup> September, 2016 at 04.00 p.m.

**Sub: Passing of Resolution(s) through remote e-voting, and poll pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015.**

The Board of Directors of Tokyo Finance Limited (hereinafter referred to as the "Company") at its meeting held on 10<sup>th</sup> August, 2016 has appointed me as the Scrutinizer for the remote e-voting as well as to scrutinize the voting through poll papers received from the members at the venue of the AGM pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

## Report on Scrutiny:

- The Company has appointed Central Depository Services Limited ('CDSL') as the Service Provider for the purpose of extending the facility of Remote e-voting to the Members of the Company. Sharex Dynamic (India) Private Limited is the Registrar and Share Transfer Agent of the Company.
- The Service Provider had provided an electronic voting system for e-voting by members on all items of the business (both Ordinary and Special business) sought to be transacted in the 22<sup>nd</sup> Annual General Meeting (AGM) of the company, which was held on Wednesday, 28<sup>th</sup> September, 2016.
- The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com/>. The Company has uploaded all the items of the business to be transacted at the AGM on the website of the Company and also its Service Provider to facilitate their members to cast their vote through Remote e-voting.
- The cut-off date for determining members for the dispatch of the Notice of the AGM was 26<sup>th</sup> August, 2016. (Physical & Email) and as on that date, there were 2,230 members of the Company. The Company /Service Provider had sent the notices of the AGM along with Annual Report containing inter alia process and manner for availing e-voting facility by E-mail to 396 members out of whom transmission of 104 E-mails had failed and hence the same were sent to them through courier. In respect of 1,834 members, E-mail IDs were not available and hence the notices were sent by courier.



- The Company completed the dispatch of the notices in physical to the members on 3<sup>rd</sup> September, 2016 and through E-mail on 2<sup>nd</sup> September, 2016.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was 21<sup>st</sup> September, 2016.
- As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for Three days from Sunday, 25<sup>th</sup> September, 2016 at 09:00 a.m. (IST) to Tuesday, 27<sup>th</sup> September, 2016 till 5:00 p.m. (IST).
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Free Press Journal' newspaper dated 04<sup>th</sup> September, 2016 having country-wide circulation and in Maharashtra in 'Navshakti' newspaper dated 04<sup>th</sup> September, 2016. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.
- At the venue of the 22<sup>nd</sup> Annual General Meeting of the Company held 28<sup>th</sup> September, 2016 the facility to vote through poll was made available to facilitate those members present in the meeting but could not participate in the Remote e-voting and poll papers to record their votes.
- On 28<sup>th</sup> September, 2016, after counting of the votes conducted at the venue of the AGM through poll paper, the votes cast through Remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Kashyap V. Patel and Mr. Vishwas Y. Salvi who acted as the witnesses, as prescribed in Sub Rule 4 (xii) of the said Rule 20.
- 1 (One) Polling box kept for the purpose of casting of votes were locked in my presence with due identification marks placed by me. After the voting by poll was over, the locked polling boxes were opened in my presence and in presence of two persons as witnesses, as mentioned above, and poll papers were diligently scrutinized. The Poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer, duly compiled details of Remote e-voting and the facility of voting through poll papers provided at the venue of the AGM, the details of which are as follows:





The results of the Remote E-voting together with that of the voting conduct at venue of the AGM by way of Poll papers are as under:

Details	Remote E-voting	Voting through Poll paper	Total voting
Number of member who cast their votes	64	2	66
Total number of shares held by them	3206783	1120050	4326833
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Physical Voting

#### **ORDINARY BUSINESS**

##### **1) Item no. 1 of the Notice (As an Ordinary Resolution)**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016, Statement of Profit & Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon.

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	3206783	3206783	-	0	-	0
Voting through Poll at AGM	1120050	1120050	-	0	-	0
<b>TOTAL</b>	<b>4326833</b>	<b>4326833</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>

##### **2) Item no. 2 of the Notice (As an Ordinary Resolution)**

To appoint a Director in place of Mr. Haresh V. Shah Director, who retires by rotation and being eligible, offers himself for re-appointment

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	3206783	3206783	-	0	-	0
Voting through Poll at AGM	1120050	1120050	-	0	-	0
<b>TOTAL</b>	<b>4326833</b>	<b>4326833</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>





3) **Item no. 3 of the Notice (As an Ordinary Resolution)**

To ratify appointment of M/s. Swamy & Chhabra, Chartered Accountants as Auditors and fix their remuneration

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
		Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	3206783	3206783	-	0	-	0
Voting through Poll at AGM	1120050	1120050	-	0	-	0
<b>TOTAL</b>	<b>4326833</b>	<b>4326833</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>

**SPECIAL BUSINESS**

4) **Item no. 4 of the Notice (As an Ordinary Resolution)**

To Appointment of Mr. Velji L. Shah as a Managing Director & Chairman of the Company and to fix his remuneration.

Manner of Voting	Total Valid Votes	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
		Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	2206583	2206583	-	0	-	0
Voting through Poll at AGM	1120050	1120050	-	0	-	0
<b>TOTAL</b>	<b>3326633</b>	<b>3326633</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>

\*Note: Votes cast by Mr. Velji L. Shah & Mr. Haresh V. Shah (10,00,200) have not been considered as they are interested party in this resolution.



5) **Item no. 5 of the Notice (As a Special Resolution)**

To adoption of New set of Article of association

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	3206783	3206783	-	0	-	0
Voting through Poll at AGM	1120050	1120050	-	0	-	0
<b>TOTAL</b>	<b>4326833</b>	<b>4326833</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>

6) **Item no. 6 of the Notice (As a Special Resolution)**

To keep Registers of members of the Company at the place of Registrar and Share Transfer Agent at Mumbai

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	3206783	3206783	-	0	-	0
Voting through Poll at AGM	1120050	1120050	-	0	-	0
<b>TOTAL</b>	<b>4326833</b>	<b>4326833</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>

7) **Item no. 7 of the Notice (As an Ordinary Resolution)**

To Approval to deliver document through a particular mode as may be sought by the member.

Manner of Voting	Total Valid Vote	Votes in favour of the resolution		Votes against the resolution		Not Voted/ Invalid votes
	Nos.	Nos.	Percentage	Nos.	Percentage	
Remote E-Voting	3206783	3206783	-	0	-	0
Voting through Poll at AGM	1120050	1120050	-	0	-	0
<b>TOTAL</b>	<b>4326833</b>	<b>4326833</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>





All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote e-voting, and voting conducted at AGM by way of Poll Papers with the unanimously and hence deemed to be passed as on date of the AGM.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through Remote e-voting and voting conduct at AGM by way of Poll Papers by the Members of the Company. The Poll papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

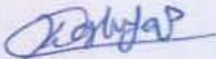
Thanking You,

  
Virendra Bhatt  
ACS-1157  
COP-124



Date: 28<sup>th</sup> September, 2016.  
Place: Mumbai

**Witnesses:**




Kashyap V. Patel



Vishwas Y. Salvi

**Countersigned and received the Report  
For Tokyo Finance Ltd.**



Director