



Wednesday, September 05, 2018

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: 531644)

Sub: Notice of 24th Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 read with schedule III and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we wish to intimate that the 24th Annual General Meeting of the Company has been scheduled to be held on Saturday, 29th September, 2018 at 04.15 p.m. at Hotel Sovereign, Sea Face Road, Daman – 396 210 (U.T.), to transact the business as enumerated in the attached Notice.

Thanking You,

For Tokyo Finance Limited

Haresh V. Shah

Haresh V. Shah
Director
DIN: 00008339



NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the shareholders of Tokyo Finance Limited(CIN-L65923DD1994PLC009783) will be held at Hotel Sovereign, Sea Face Road, Daman – 396 210 (U.T.) on September 29, 2018 at 04.15 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statement for the year ended 31st March, 2018 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Haresh V. Shah Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED that pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted for continuation of holding of office of Executive Chairman by Shri Velji L. Shah (DIN 00007239) who has attained the age of 70 (Seventy) years as on February 21, 2018 up to the expiry of his present term of office, on the existing terms and conditions as mentioned in the agreement dated February 5, 2016 duly approved by the shareholders through a special resolution passed at the Annual General Meeting held on September 28, 2016.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

IMPORTANT NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
 - a. A proxy form duly completed and stamped must reach the registered office of the Company not less than 48 hours before the commencement of the aforesaid meeting.
 - b. A person can act as a proxy on behalf of Members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of members and the share transfer books of the company will remain closed from 22nd September, 2018 to 29th September, 2018 (both days inclusive).
3. Members are requested to notify the change in address or bank details or to update their e-mail Id. The said information should be submitted to the Company’s Registrar and Share Transfer Agent, Sharex Dynamic (India) Pvt. Ltd., Unit 1, Luthra Industrial Premises, 1st Floor, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072. Phone No. 28515606/ 28515644. Website: Sharexindia.com, Email ID: sharexindia@vsnl.com if the shares are held in physical form and to the concerned Depository Participants (‘DP’), if the shares are held in electronic form.

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4. The Annual Report 2017-18 as circulated to the members of the Company is also available on the website of the Company www.tokyofinance.in.
5. Members desirous of obtaining any information concerning the accounts of the Company are requested to send their queries to the Company at least seven days before the date of the Meeting. Replies will be provided only at the meeting.
6. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

7. **Voting through electronic means:**

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as substituted by The Companies (Management and Administration) Amendment Rules, 2015 & Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is offering remote e-voting facility to the members to enable them to cast their votes electronically from a place other than the venue of the AGM ('remote e-voting') provided by Central Depository Services Limited ('CDSL').

Facility of voting through Ballot Paper shall be made available at the AGM. Members attending the AGM, who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM.

Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The procedure/ instructions for e-voting are as under:

- (i). The voting period begins on Wednesday, 26th September, 2018 at 9.00 a.m. (IST) and ends on Friday, 28th September, 2018 at 5.00 p.m. (IST). The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2018 may cast their vote through e-voting or voting at the AGM.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Tokyo Finance Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.

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- (xix) Note for Non – Individual Shareholders and Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) General:
- (a) The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as of the cut-off date.
 - (b) A person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. 22nd September, 2018 may obtain the Login ID and Password by sending a request at sharexindia@vsnl.com.
 - (c) A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - (d) Mr. Virendra Bhatt, Practicing Company Secretary (ACS No. 1157, CP No. 124) has been appointed as Scrutinizers to scrutinize the remote e-voting process and voting at the venue of AGM in a fair and transparent manner.
 - (e) The Scrutinizer, after scrutinizing the votes cast through e-voting and Ballot Paper, not later than 48 hours from the conclusion of the AGM, make a scrutinizer’s report and submit the same to the Chairman or any Director authorized by the Board.
 - (f) Results will be uploaded on the Company’s website and on the website of CDSL www.evotingindia.com and the same shall also be communicated to BSE.
 - (g) The Results on resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3.

The Shareholders of the Company at the 22nd Annual General Meeting held on September 28, 2016 approved the appointment of Shri. Velji L. Shah (DIN : 00007239) as Managing Director of the company for a period of 5 years w.e.f.05.02.2016 through a special resolution under the relevant provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013.

Shri. Velji L. Shah Executive Chairman & Managing director has attained the age of 70 years during February, 2018.

In view of the introduction of the Companies Act, 2013 with effect from 1st April 2014 and also for an abundant precaution, the Company seeks consent of the members by way of special resolution for continuation of his holding of existing office after the age of 70 years during the prevalence of their term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013. The Board therefore recommends the special resolutions for your approval.

Except Shri Haresh V. Shah, none of the directors Key Managerial Personnel of the Company is concerned or interested in the proposed resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

In Pursuance to SEBI (Listing Obligation and Disclosure Requirements) Rule, 2015

Particulars	Mr. Haresh Velji Shah
Date of Birth	16/08/1974
Date of Appointment	01/07/1996
Qualifications	Graduate in Plastic Industry
Expertise in specific functional areas	23 Years of experience in Plastic Industry
Directorship in other Public Limited Companies	Tokyo Plast International Limited Tokyo Constructions Limited Tokyo Exim Limited
Membership of Committees in another Public Limited Companies	Stakeholders Relationship Committee & CSR Committee of Tokyo Plast International Limited.
Number of Shares held in the Company	39100

For And On Behalf of the Board of Directors

Place : Mumbai
Date : 11th August, 2018

Velji L. Shah
Chairman & Managing Director
DIN: 00007239

Registered office :

Plot No. 363/1(1,2,3),
Shree Ganesh Industrial Estate,
Kachigaum Road,
Daman, Daman and Diu - 396210

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CIN : L65023DD1994PLC009783

Regd. Office : Plot No.363/1(1,2,3), Shree Ganesh Industrial Estate, Kachigaum Road, Daman - 396210 (U.T.)

Email : info.tokyofinance@gmail.com; Website : www.tokyofinance.in

Form 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)

Name of the member(s)		E-Mail Id:	
Registered Address :		Folio No./* Client Id:	
		* DP Id:	

I/We being the member of holding shares, hereby appoint :

- 1) _____ of _____ having E-Mail ID _____ or failing him
- 2) _____ of _____ having E-Mail ID _____ or failing him
- 3) _____ of _____ having E-Mail ID _____ or failing him

and my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on 29th September, 2018 at Hotel Sovereign, Sea Face Road, Daman-396 210 (U.T.) on September 29, 2018 at 04.15 p.m., and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution	For	Against
Ordinary Business			
1.	Adoption of Financial Statement s together with the Report of Board of Directors and Auditors thereon for the financial year ended March 31, 2018.		
2.	Re-appointment of Mr. Haresh V. Shah as Director		
3.	Approval to continuation of office by Shri Velji L. Shah (DIN 00007239) as an Executive Chairman of the Company after attaining the age of 70 years during his term of appointment		

Signed this ____ day of _____ 2018.

Signature of Shareholder

Rupee 1
Revenue
Stamp

Signature of First Proxy Holder

Signature of Second Proxy Holder

Signature of Third Proxy Holder

Nte : 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.

TOKYO FINANCE LIMITED

CIN:L65023DD1994PLC009783

Regd. Office : Plot No.363/1(1,2,3), Shree Ganesh Industrial Estate, Kachigaum Road, Daman - 396210 (U.T.)

Email : info.tokyofinance@gmail.com; Website : www.tokyofinance.in

ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP ID* _____ Client ID* _____

Folio No. _____ No. of Shares held _____

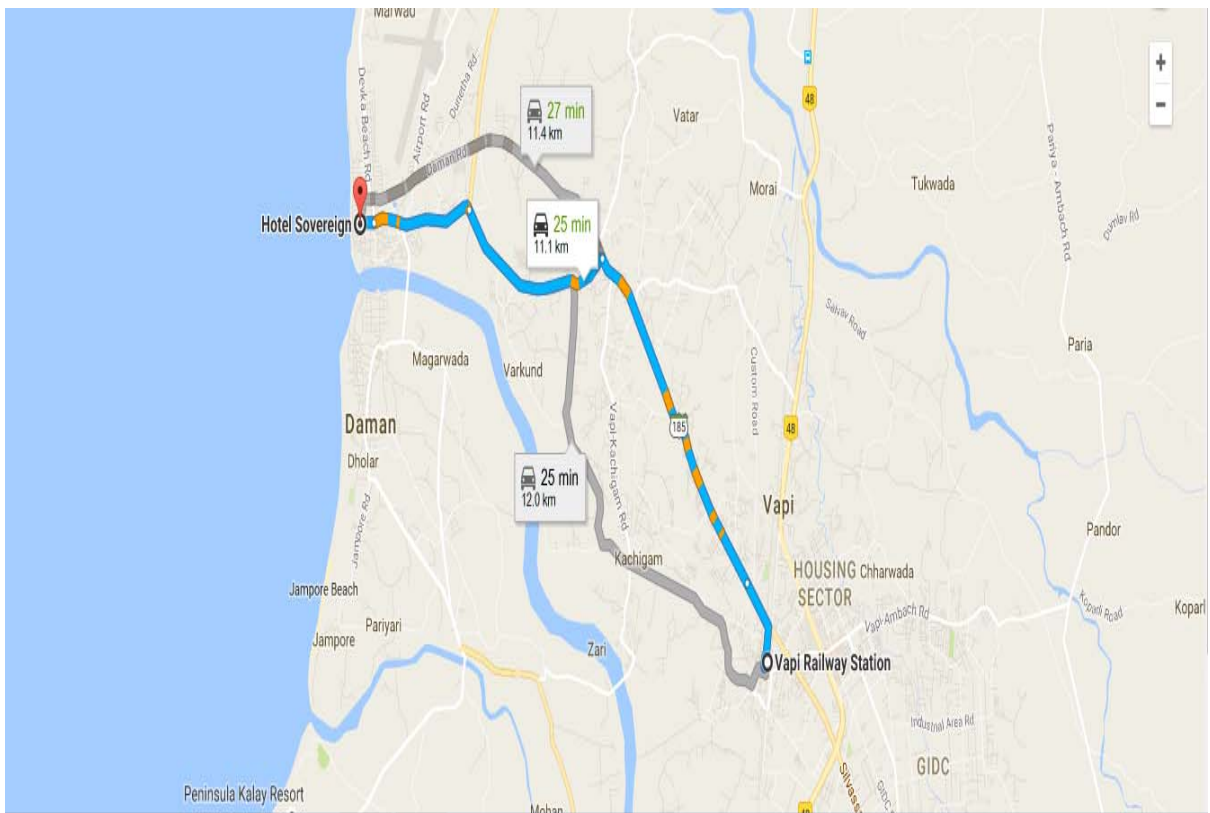
Name and Address of the shareholder : _____

I hereby record my presence at the Twenty Fourth Annual General Meeting of the Company, to be held on Saturday 29th September, 2018 at Hotel Sovereign, Sea Face Road, Daman - 396 210 (U.T.)

* Applicable to shareholders holding shares in electronic form

Signature of Shareholder/Proxy

ROUTE MAP



Venue

Hotel Sovereign
Sea Face Road,
Daman-396210 (U.T.)