



To,

Date: 8th February, 2023

**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: Submission of Voting Results of Postal Ballot Pursuant To Regulation 44(3) Of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Report of Scrutinizer Pursuant To Section 108 of the Companies Act, 2013.**

Dear Sir/Madam,

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (“Rule”) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) , and clause 44 of the Listing Regulations, the Company has provided postal ballot process by e-voting through Central Depository Services (India) Limited and e-voting process kept opened from Tuesday 10th January, 2023 at 9.00 A.M. to Wednesday 8th February, 2023 at 5 P.M. Now we have completed our Postal Ballot Process on 8<sup>th</sup> February, 2023 (in the close of working hours i.e. 5.p.m.) and have obtained approval of members by Special Resolution mentioned in the postal ballot notice dated 3<sup>rd</sup> January, 2023 and we are submitting the details regarding the voting results of change of name of the Company from “TOKYO FINANCE LIMITED” to “PREMERO FINANCE LIMITED” through postal ballot process.

**Please find enclosed the following:**

- Voting Results of Postal Ballot through Remote e-voting pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Report of the Scrutinizer dated February 8<sup>th</sup>, 2022 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules, 2014.

The result of postal ballot along with Scrutinizer report is placed on the website of the company [www.tokyofinance.in](http://www.tokyofinance.in) and on the website of Central Depository Services (India) Limited <https://www.evotingindia.com/>.

You are requested to take the above on record.

Thanking You,  
**For Tokyo Finance Limited**



**Swagata Indulkar**  
**Company Secretary**



**Resolution No. 01: Special Resolution**

**Approval for change of name of the Company from “Tokyo Finance Limited” to “Premero Finance Limited” and consequent alteration in Memorandum and Articles of Association of the Company:**

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
Remote e-voting	<b>4212624</b>	0	<b>4212624</b>

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 poll	3600705	3600705	100.0000	3600705	0	100.0000	0.0000
			0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3600705</b>	<b>100.0000</b>	<b>3600705</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting poll	0	0	0.0000	0	0	0.0000	0.0000
			0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting poll	3369395	611919	18.1611	609892	2027	99.6687	0.3313
			0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>611919</b>	<b>18.1611</b>	<b>609892</b>	<b>2027</b>	<b>99.6687</b>	<b>0.3313</b>
<b>Total</b>		<b>6970100</b>	<b>4212624</b>	<b>60.4385</b>	<b>4210597</b>	<b>2027</b>	<b>99.9519</b>	<b>0.0481</b>

For Tokyo Finance Limited

Swagata Indulkar  
Company Secretary



# Virendra Bhatt

Company Secretary

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BKC CST Link Rd., MMRDA Area,  
Bandra Kurla Complex,  
Bandra East, Mumbai - 400 051

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## Scrutinizer's Report

*[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]*

To, -

The Chairman

**Tokyo Finance Limited**

363/1(1,2,3), Shree Ganesh

Industrial Estate, Kachigam Road,

Daman - 396210

### Scrutinizer's Report on Postal Ballot voting by way of remote voting by electronic means in respect of passing of the resolution set-out in the notice dated 03<sup>rd</sup> January, 2023

I, Virendra G. Bhatt, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors of Tokyo Finance Limited ("**the Company**") for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("**e-voting**") in a fair and transparent manner on the resolution contained in the postal ballot notice dated 03<sup>rd</sup> January, 2023 ("**Notice**") issued in accordance with General Circular numbers 20/2020 dated 05<sup>th</sup> May, 2020 read with General Circular nos. 14/2020 dated 08<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 02/2021 dated 13<sup>th</sup> January, 2021; 19/2021 dated 08<sup>th</sup> December, 2021; 21/2021 dated 14<sup>th</sup> December, 2021, 2/2022 dated 05<sup>th</sup> May, 2022 & 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD 2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by the Securities and Exchange Board of India ("**SEBI**"), (hereinafter referred to as "**Circulars**").

1. The said appointment as Scrutinizer is under the provisions of Sections 108 and 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**"). As the Scrutinizer, I have to scrutinize the process of e-voting conducted for the postal ballot, using an electronic voting system on the dates referred to in the Notice.



## 2. Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the Circulars; and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolution contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

## 3. Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from the voting system provided by Central Depository Services (India) Limited ("**CDSL**"), the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers / documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 05:00 p.m. on Wednesday, 08<sup>th</sup> February, 2023.

## 4. Cut-off date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. Friday, 30<sup>th</sup> December, 2022 were entitled to vote on the resolution set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

## 5. Remote e-voting process

- i. The remote e-voting period remained open from Tuesday, 10<sup>th</sup> January, 2023 (09:00 a.m. IST) to Wednesday, 08<sup>th</sup> February, 2023 (05:00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked on Wednesday, 08<sup>th</sup> February, 2023 after the conclusion of e-voting period for Postal Ballot and was witnessed by two witnesses, Bhagyashree Kamble and Kavita Mishra who are not in the employment of the Company and / or CDSL. They have signed below in confirmation of the same.



Bhagyashree Kamble



Kavita Mishra



iii. Thereafter, the details containing, *inter alia*, the list of Members who voted "in favour" or "against" on the resolution were generated from the remote e-voting website of CDSL, i.e., [www.evotingindia.com](http://www.evotingindia.com). Based on the report generated by CDSL and relied upon by me.

1. **Special Resolution – Approval for change of name of the Company from “Tokyo Finance Limited” to “Premero Fianace Limited” and consequent alteration in Memorandum and Articles of Association of the Company**

**Total Voting:**

Manner of Voting	Total votes cast by them		Valid Votes		Invalid Votes	
	No. of Members	No. of votes cast by them	No. of Members	No. of votes cast by them	No. of Members	No. of votes cast by them
E-Voting	51	4212624	51	4212624	0	0

**Voted in favour of the resolution and voted against the resolution:**

Manner of Voting	Votes in favour of the resolution			Votes against the resolution		
	No. of members who voted	No. of votes cast by them	% age	No. of members who voted	No. of votes cast by them	% age
E-Voting	48	4210597	99.9519%	3	2027	0.0481%

Notes:

2. Aforesaid resolution contained in the Notice is passed with requisite majority by the Members of the Company as specified under the Companies Act, 2013.
3. The figures in percentage have been rounded off to 4 decimal points.
4. The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.



Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

5. This report is issued in accordance with the terms of the Engagement Letter.

#### **Restriction on Use**

7. This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of CDSL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

**Thanking You,  
Yours faithfully**



**Virendra G. Bhatt  
Practicing Company Secretary  
ACS No.: 1157, COP No.: 124  
Peer Review Cert. No.: 1439/2021**

**Date: 08<sup>th</sup> February, 2023**

**Place: Mumbai**

**UDIN: A001157D003127500**