



To,

27th September, 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)

Dear Sir/Madam,

Sub: Scrutinizer's Report

Pursuant to Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to enclose herewith the Scrutinizer's Report for the business transacted at the AGM of the company held on Wednesday, 27th September, 2023.

Kindly take the same on your record.

Thanking You,

For Tokyo Finance Limited

Swagata Indulkar
Company Secretary

Virendra G. Bhatt

Company Secretary

Office :

Office No. 03, A Wing, 9th Floor,
Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051.

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e-mail : bhattvirendra1945@yahoo.co.in

Consolidated Scrutinizer's Report

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

To,
Tokyo Finance Limited,
363/1(1,2,3), Shree Ganesh,
Industrial Estate, Kachigam Road,
Daman- 396210, Dadra and Nagar Haveli, India.

Dear Sir / Madam,

1. I, Virendra G. Bhatt, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **Tokyo Finance Limited ("the Company")** (CIN: L65923DD1994PLC009783) for the Twenty Ninth (29th) Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, 27th September, 2023 at 12:30 P.M. (IST) through Video Conferencing ("VC") for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**") on the resolutions contained in the Notice dated 28th April, 2023, issued in accordance with the Circulars issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter referred to as "**MCA Circulars**") and the Securities and Exchange Board of India (hereinafter referred to as "**SEBI Circulars**"), calling the 29th Annual General Meeting of the Equity Shareholders ("**the Meeting**" / "**AGM**") through VC.
2. The said appointment as Scrutinizer has been in accordance with the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("**the Rules**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("**LODR**"). As the Scrutinizer, I had to scrutinize:



- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM (“**remote e-voting**”); and
- (ii) process of e-voting during the course of the AGM through electronic voting system.

Management's Responsibility

3. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; (iii) the SEBI Circulars; and (iv) LODR relating to e-voting on the resolutions contained in the Notice calling the AGM. The Management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

4. My responsibility as a scrutinizer was restricted to scrutinize the voting process (i.e. remote e-voting and e-voting at the AGM) in a fair and transparent manner and to prepare Consolidated Scrutinizer's report of the votes cast “in favour” or “against” the resolutions contained in the Notice, based on the reports generated from the e-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 attendance papers / documents furnished to me / my authorized representative electronically by the Company and / or Registrar and Share Transfer Agent (“**RTA**”) for my verification.

Cut-off date

5. The Equity Shareholders of the Company as on the “cut-off date, as set out in the Notice, i.e., Saturday, 20th September, 2023 were entitled to vote on the resolutions (Item Nos. 01 to 02 as set out in the Notice calling the AGM) 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.

6. E-voting during the course of the AGM

- i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (“e-votes”) was locked by CDSL under my instructions.



- ii. The e-votes cast at the Meeting were unblocked on Wednesday, 27th September, 2023 after the conclusion of the AGM.
- iii. The e-votes were reconciled with the records maintained by the Company / RTA and the authorizations lodged with me / the Company / CDSL.

7. Remote e-voting process

- i. The remote e-voting period remained open from Sunday, 24th September, 2023 (09:00 a.m. IST) to Tuesday, 26th September, 2023 (05:00 p.m. IST).
- ii. The votes cast during the remote e-voting were unblocked on Wednesday, 27th September, 2023 after the conclusion of AGM and was witnessed by two witnesses, Ms. Yashlika Mhatre and Ms. Bhagyashree Kamble, who are not in the employment of the Company and / or CDSL. They have signed below in confirmation of the same.



Ms. Yashlika Mhatre



Ms. Bhagyashree Kamble

- iii. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL i.e., <https://web.cdslindia.com/> Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.
8. I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting during the course of the AGM, based on the report generated by CDSL, scrutinized on test-check basis, and relied upon by me as under:



Item No.: 01 - Ordinary Resolution

To consider and adopt:

To receive, consider and adopt the Audited Standalone Financial Statement for the year ended 31st March, 2023 and the Report of the Board of Directors and Auditors thereon.

Total Voting:

Manner of Voting	Total votes		Valid Votes		Invalid Votes / Abstain from voting	
	No. of Members	No. of shares held by them	No. of Members	No. of votes cast by them	No. of Members	No. of votes
E-Voting	59	4279489	59	4279489	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 valid votes cast by them	% of total number of valid votes cast	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast
E-Voting	59	4279489	100.000	0	0	0.0000

Item No.: 2 - Ordinary Resolution

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

Total Voting:

Manner of Voting	Total votes		Valid Votes		Invalid Votes / Abstain from voting	
	No. of Members	No. of shares held by them	No. of Members	No. of votes cast by them	No. of Members	No. of votes
E-Voting	59	4279489	59	4279489	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 valid votes cast by them	% of total number of valid votes cast	No. of Members who voted	No. of valid votes cast by them	% of total number of valid votes cast
E-Voting	59	4279489	100.000	0	0	0.0000



9. All the Resolutions mentioned in Notice of the 29th Annual General Meeting as per the details given above stand passed with requisite majority.
10. The electronic data and all other relevant records relating to voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.
11. This report is issued in accordance with the terms of the Engagement Letter.

Restriction on Use

12. This report has been issued at the request of the Company for (i) submission to Stock Exchange, (ii) placing on website of the Company, (iii) placing at the Registered Office of the Company and (iv) placing on website of Depositories. 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

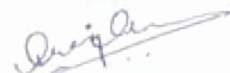
Peer Review Cert. No.: 1439/2021

Date: 27th September, 2023

Place: Mumbai

UDIN: A001157E001097560

Counter Signed by:
For Tokyo Finance Limited



Viraj Devang Vora

Director

DIN: 08448823