

Saturday, 26th October, 2019

To,

Bombay Stock Exchange Ltd
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort, Mumbai- 400001

National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

(Scrip Code No: 500418)

(Scrip Code: Tokyo Plast)

Dear Sir(s),

Sub: Annual General Meeting Minutes.

Please find enclosed herewith copy of the Minutes of the proceedings of the 26th Annual General Meeting held on 27th September, 2019 for your record.

Thanking You.

Yours faithfully

For Tokyo Plast International Limited



Haresh V. Shah
Director
DIN No: 00008339

TOKYO PLAST *International Ltd.*

ADMIN. OFFICE : Vyom Arcade, 5th Floor, Tejpal Scheme Road No.5, Above United Bank of India, Vile Parle (East), Mumbai - 400 057, India.
Tel. : 91-22-6145 3300/6695 2301 • Fax: 91-22-6691 4499 • E-mail: info@tokyoplast.com • Website: www.tokyoplast.com
REGD. OFFICE : Plot No. 363/1, (1,2,3) Shree Ganesh Industrial Estate, Kachigaum Road, Daman - 396 210 (U.T.)
Tel. : (0260) 2242977 / 2244471 • Fax: (0260) 2243271 • CIN - L25209DD1992PLC009784

MINUTES OF THE 26th ANNUAL GENERAL MEETING

MINUTES OF THE 26th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/S. TOKYO PLAST INTERNATIONAL LIMITED HELD AT HOTEL SOVEREIGN, SEA FACE ROAD, DAMAN-396210 ON FRIDAY, 27TH DAY OF SEPTEMBER, 2019 COMMENCED AT 03:30 P.M AND ENDED AT 03:55 P.M.

PRESENT

Mr. Haresh V. Shah : Chairman
Mr. Tassadduq Ali Khan : Non-Executive Independent Director
(Chairperson of Audit Committee)
Mr. Chimanlal Brjibhai Kutchhi : Non-Executive Independent Director
(Chairperson of Stakeholder Relationship Committee)

IN ATTENDANCE

: Mrs. Nikita Jain, Company Secretary

PRESENT BY INVITATION

: Mr. Virendra Bhatt, Scrutinizer & Secretarial Auditor
: Representative of Statutory Auditor

MEMBERS

:34 Members were present in person/proxy/authorized representatives at meeting.

Shri Velji L. Shah, Chairman of the Company and Mrs. Jagruti Mayurbhai Sanghavi has sent their inability to attend the Annual General Meeting due to some unavoidable reason. Therefore, Shri Haresh V. Shah, Director was unanimously elected as chairman of the meeting and took the Chair.

After ascertaining the requisite quorum for the meeting, at 03.30 p.m the Chairman welcomed the shareholders at the 26th Annual General Meeting.

With the permission of the members, the notice convening the meeting, the Auditors' Report and the Directors' Report having been already circulated to the members, were taken as read.

All Necessary registers, documents, the Auditor's Report and Secretarial Audit Report, as prescribed under the Act were available for inspection.

The Chairman stated that there were no qualifications, observations or comments or other remarks on the financial transactions or matters which have any adverse effect on the functioning of the Company in the Independent Auditors' Report issued by M/s. Vinodchandra R Shah & Co & in the Secretarial Audit Report issued by Mr. Virendra G. Bhatt.

The chairman in his speech gave a brief outlook on the Company's past, present & future outlook, profit of the Company, varieties of products, etc.

After delivering the speech, the Chairman informed the Members of the Company that pursuant to the provisions of the Companies Act, 2013 & SEBI (LODR) Regulations, 2015, an E-voting facility was provided to all the members of the Company through E-voting platform CDSL. He further stated that the members who were unable to cast their votes electronically may vote physically through ballot paper at the AGM. The chairman further stated that members entitled to vote may seek clarifications and/or offer comments on items of business.

The Chairman then took up the 1st item of the Notice of AGM as under:

Resolution No. 1: Ordinary Resolution- Adoption of a) the Audited Standalone Financial Statement for the year ended 31st March, 2019 and the Report of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statement for the year ended 31st March, 2019 and the Report of the Auditors thereon

"RESOLVED THAT

- (i) the Audited Standalone Financial Statement for the year ended 31st March, 2019 and the Report of the Board of Directors and Auditors thereon and
- (ii) the Audited Consolidated Financial Statement for the year ended 31st March, 2019 and the Report of the Auditors thereon

as duly circulated to the members and laid before the Meeting, be and is hereby adopted."

The Chairman then requested members for their views, suggestions, clarifications and raise queries if any. Members raised various questions which were clarified by the Chairman.

Mr. Dharmesh Kapadia proposed and Mr. A Chandran Nair seconded the said resolution



MINUTES OF THE 26th ANNUAL GENERAL MEETING

Thereafter, the following resolution was proposed by Mr. Tassadduq Ali Khan:

Resolution No. 2: Ordinary Resolution- Re-appointment of Mr. Haresh V. Shah as Director, who retires by rotation and being eligible, offers himself for re-appointment.

“**RESOLVED THAT** Mr. Haresh V. Shah, Director of the Company, who retires by rotation at this Meeting and being eligible, offers himself for re-appointment, be & is hereby re-appointed as a Director of the Company.”

Mr. Raghunath Sawant proposed and Mrs. Beena Desai seconded the said resolution

Thereafter, the following Special resolution was proposed by Mr. Haresh V Shah:

Resolution No. 3: Special Resolution- To approve re-appointment of Mr. Tassadduq Ali Khan(DIN: 00008368) as an Independent Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Tassadduq Ali Khan (DIN: 00008368), who was appointed as an Independent Director to hold office as an Independent Director upto the conclusion of this Annual General Meeting and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years upto the conclusion of Thirty First Annual General Meeting of the Company to be held in the calendar year 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable 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), Shri. Tassadduq Ali Khan be paid such fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time, for attending the meetings of the Board and its Committees.”

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

Mr. Chetan D. Patel proposed and Mr. Jagdish B. Patel seconded the resolution as an ordinary resolution

Thereafter, the following Special resolution was proposed by Mr. Haresh V Shah:

Resolution No. 4: Special Resolution- To approve re-appointment of Mr. Chimanlal Andrjibhai Kutchhi (DIN: 00058092) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Chimanlal Andrjibhai Kutchhi (DIN: 00058092), who was appointed as an Independent Director and who holds office as an Independent Director upto the conclusion of this Annual General Meeting and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for five consecutive years upto the conclusion of Thirty First Annual General Meeting of the Company to be held in the calendar year 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable 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), Mr. Chimanlal A. Kutchhi be paid such fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time, for attending the meetings of the Board and its Committees.”

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

Plus.

MINUTES OF THE 26th ANNUAL GENERAL MEETING

1. Adoption of :

a) the Audited Standalone Financial Statement for the year ended 31st March, 2019 and the Report of the Board of Directors and Auditors thereon; and

b) the Audited Consolidated Financial Statement for the year ended 31st March, 2019 and the Report of the Auditors thereon

The Result of the E voting and Poll is as under:

| 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 | 5606331 | 5580831 | 99.5452 | 5580831 | 0 | 100.0000 | 0.0000 |
| | Poll | | 25500 | 0.4548 | 25500 | 0 | 100.0000 | 0.0000 |
| | Total | | 5606331 | 100.0000 | 5606331 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 3895069 | 23593 | 0.6057 | 23593 | 0 | 100.0000 | 0.0000 |
| | Poll | | 4 | 0.0001 | 4 | 0 | 100.0000 | 0.0000 |
| | Total | | 23597 | 0.6058 | 23597 | 0 | 100.0000 | 0.0000 |
| Total | | 9501400 | 5629928 | 59.2537 | 5629928 | 0 | 100.0000 | 0.0000 |

Note: Total No. of Invalid/abstained votes: Nil

2. Re-appointment of Mr. Haresh V. Shah as Director, who retires by rotation and being eligible, offers himself for re-appointment.

The Result of the E voting and Poll is as under:

| 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 | 5606331 | 5580831 | 99.5452 | 5580831 | 0 | 100.0000 | 0.0000 |
| | Poll | | 25500 | 0.4548 | 25500 | 0 | 100.0000 | 0.0000 |
| | Total | | 5606331 | 100.0000 | 5606331 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 3895069 | 23593 | 0.6057 | 23593 | 0 | 100.0000 | 0.0000 |
| | Poll | | 4 | 0.0001 | 4 | 0 | 100.0000 | 0.0000 |
| | Total | | 23597 | 0.6058 | 23597 | 0 | 100.0000 | 0.0000 |
| Total | | 9501400 | 5629928 | 59.2537 | 5629928 | 0 | 100.0000 | 0.0000 |

Note: Total No. of Invalid/abstained votes: Nil

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MINUTES OF THE 26th ANNUAL GENERAL MEETING

Mr. Bipin. Patel proposed and Mr. Sanjay M. Patel seconded the resolution as a Special Resolution

Thereafter, the following Special resolution was proposed by Mr. Haresh V Shah:

Resolution No. 5: Special Resolution- To shift the registered office of the Company from the Union Territory of Daman to the State of Maharashtra.

“**RESOLVED THAT** subject to the provisions of Section 12, 13 and Section 110 and other applicable provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Regional Director and such other approvals, permissions and sanction, as may be required from time to time, consent of the members be and is hereby accorded for shifting the registered office of the Company from the Union Territory of Daman to the State of Maharashtra and that the Clause II of the Memorandum of Association of the Company be substituted and replaced as the follows:

II. The Registered office of the company will be situated in the State of Maharashtra.

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company be shifted from Plot No. 363/1(1,2,3), Shree Ganesh Industrial Estate, Kachigaum Road, Daman-396210 (For U.T of Daman) to Vyom Arcade, 5th Floor, above United Bank Of India, Tejpal Scheme Road No. 5, Vile Parle (East), Mumbai (For the State Maharashtra).

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

Ms. Gracy Kutty Sebastian proposed and Mr. Kamlesh Sajitha seconded the resolution as a Special Resolution.

The chairman then informed the Members that all the items of today’s AGM have been transacted.

The Chairman then handed over the Poll process to the Scrutinizer.

With this, the Chairman thanked all the Members for their participation in the 26th AGM of the Company. The meeting concluded at 3.55 p.m. with the cast of last vote through ballot paper in the ballot box.

ANNEXURE- 1

Declaration of Results of e-voting & poll

As per the Provisions of the Companies Act, 2013 and the SEBI (Listing obligation and Disclosure Regulation) Regulation, 2016, the Company had provided the facility of E-voting to the Shareholder to enable them to cast their vote electronically on the resolution proposed in the Notice of the 26th Annual General Meeting (AGM). The e-voting commenced at 09.00 a.m. on 24th September, 2019 and ended at 05.00 p.m. on 26th September, 2019. Mr. Virendra G. Bhatt, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

In line with the Provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 26th AGM, voting was conducted by means of Poll.

The Consolidated results of the E-voting and ballot paper were declared by the Company to the stock exchange, in which shares of the Company are listed and the same was placed on the website of the Company and CDSL as summarized hereunder:

| Details | Remote E-voting | Voting through Ballot Paper at Annual General Meeting | Total Voting |
|--|-----------------|---|--------------|
| Number of members who cast their votes | 59 | 3 | 62 |
| Total number of shares held by them | 5604424 | 25504 | 5629928 |

ms.

MINUTES OF THE 26th ANNUAL GENERAL MEETING

3. To approve re-appointment of Mr. Tassadduq Ali Khan (DIN: 00008368) as an Independent Director of the Company.

The Result of the E voting and Poll is as under:

| 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 | 5606331 | 5580831 | 99.5452 | 5580831 | 0 | 100.0000 | 0.0000 |
| | Poll | | 25500 | 0.4548 | 25500 | 0 | 100.0000 | 0.0000 |
| | Total | | 5606331 | 100.0000 | 5606331 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 3895069 | 23593 | 0.6057 | 23593 | 0 | 100.0000 | 0.0000 |
| | Poll | | 4 | 0.0001 | 4 | 0 | 100.0000 | 0.0000 |
| | Total | | 23597 | 0.6058 | 23597 | 0 | 100.0000 | 0.0000 |
| Total | | 9501400 | 5629928 | 59.2537 | 5629928 | 0 | 100.0000 | 0.0000 |

Note: Total No. of Invalid/abstained votes: Nil

4. To approve re-appointment of Mr. Chimanlal Andrijibhai Kutchhi (DIN: 00058092) as an Independent Director of the Company.

The Result of the E voting and Poll is as under:

| 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 | 5606331 | 5580831 | 99.5452 | 5580831 | 0 | 100.0000 | 0.0000 |
| | Poll | | 25500 | 0.4548 | 25500 | 0 | 100.0000 | 0.0000 |
| | Total | | 5606331 | 100.0000 | 5606331 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 3895069 | 23593 | 0.6057 | 23593 | 0 | 100.0000 | 0.0000 |
| | Poll | | 4 | 0.0001 | 4 | 0 | 100.0000 | 0.0000 |
| | Total | | 23597 | 0.6058 | 23597 | 0 | 100.0000 | 0.0000 |
| Total | | 9501400 | 5629928 | 59.2537 | 5629928 | 0 | 100.0000 | 0.0000 |

ms.

MINUTES OF THE 26th ANNUAL GENERAL MEETING

5. To approve re-appointment of Mr. Chimanlal Andrijibhai Kutchhi (DIN: 00058092) as an Independent Director of the Company.

The Result of the E voting and Poll is as under:

| 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 | 5606331 | 5580831 | 99.5452 | 5580831 | 0 | 100.0000 | 0.0000 |
| | Poll | | 25500 | 0.4548 | 25500 | 0 | 100.0000 | 0.0000 |
| | Total | | 5606331 | 100.0000 | 5606331 | 0 | 100.0000 | 0.0000 |
| Public Institutions | E-Voting | 0 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public Non Institutions | E-Voting | 3895069 | 23593 | 0.6057 | 23593 | 0 | 100.0000 | 0.0000 |
| | Poll | | 4 | 0.0001 | 4 | 0 | 100.0000 | 0.0000 |
| | Total | | 23597 | 0.6058 | 23597 | 0 | 100.0000 | 0.0000 |
| Total | | 9501400 | 5629928 | 59.2537 | 5629928 | 0 | 100.0000 | 0.0000 |

Place: Mumbai
Date: 24/10/2019



Haresh V. Shah
Chairman