

Friday, January 22, 2021

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)

**National Stock Exchange of India Ltd**  
Exchange Plaza, C-1, Block G,  
BandraKurla Complex,  
Bandra (E), Mumbai - 400 051  
(Scrip Code: Tokyo Plast)

**Sub: Annual General Meeting Minutes.**

Dear Sir,

Please find enclosed herewith copy of the Minutes of the proceedings of the 27th Annual General Meeting held on 30th December, 2020 for your record.

Thanking you,

Yours faithfully,  
**For Tokyo Plast International Limited**

  
**Nikita Jain**  
Company Secretary



**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.), India.  
Tel. : (0260) 2242977 / 2244471 • Fax : (0260) 2243271 • CIN - L25209DD1992PLC009784

## MINUTES OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING

**MINUTES OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/S. TOKYO PLAST INTERNATIONAL LIMITED HELD THROUGH VIDEO CONFERENCING AND OTHER AUDIO VISUAL MEANS ON WEDNESDAY, 30<sup>TH</sup> DAY OF DECEMBER, 2020 COMMENCED AT 11:00 A.M AND ENDED AT 11:25 A.M.**

---

### **PRESENT**

Mr. Haresh V. Shah : Chairman  
Mr. Priyaj Haresh Shah : Executive Independent Director  
Mr. Viraj Devang Vora : Non-Executive Independent Director  
(Chairperson of Audit Committee, Stakeholder Relationship Committee and NRC)

### **IN ATTENDANCE**

: Mrs. Nikita Jain, Company Secretary

### **PRESENT BY INVITATION**

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

### **MEMBERS**

: 39 Members were present through video conferencing at meeting.

Due to Covid 19 pandemic, the 27<sup>th</sup> AGM was convened and conducted through Video Conferencing ("VC)/Other Audio-Visual Means ("OAVMH) pursuant to General Circular numbers 14/2020, 17/2020 and 20/2020, dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/119 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI (hereinafter collectively referred to as 'Circulars'), which allowed the companies to hold AGMs through VC/ OAVM.

There were no proxies present as this AGM was conducted through VC/OAVM means.

The Company Secretary welcomed the shareholders at the 27<sup>th</sup> Annual General Meeting and 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. Further, the facility for e-voting is also made available during the Meeting for Members who had not cast their vote through remote e-voting and present at the AGM. The Company Secretary further stated that members entitled to vote may seek clarifications and/or offer comments on items of business.

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

Shri Velji L. Shah, Chairman of the Company Mrs. Jagruti Mayurbhai Sanghavi and Mr. Chimanlal Andrijibhai Kutchhi 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 11:00 a.m the Chairman welcomed the shareholders at the 27<sup>th</sup> Annual General Meeting.

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.

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 by the Company Secretary as requested by the Chairman.

The Company Secretary informed 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 & There were some observations in the Secretarial audit report issued by Mr. Virendra G. Bhatt to which the management has replied in the Board's report.

The Resolutions for the Ordinary and Special businesses as set out in the Notice of the Annual General Meeting, duly approved by the Members with requisite majority are recorded hereunder as part of the proceedings of the Annual General Meeting of the Members held on December 30, 2020:

*H...*

## **MINUTES OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING**

**Resolution No. 1: Ordinary Resolution-** Adoption of a) the Audited Standalone Financial Statement for the year ended 31<sup>st</sup> March, 2020 and the Report of the Board of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statement for the year ended 31st March, 2020 and the Report of the Auditors thereon.

### **"RESOLVED THAT**

- (i) the Audited Standalone Financial Statement for the year ended 31st March, 2020 and the Report of the Board of Directors and Auditors thereon and
- (ii) the Audited Consolidated Financial Statement for the year ended 31st March, 2020 and the Report of the Auditors thereon

**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."

**Resolution No. 3: Ordinary Resolution-** To approve the appointment of Mr. Priyaj Haresh Shah (DIN: 08828464) as a Director of the Company.

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Priyaj Haresh Shah (DIN: 08828464), who was appointed as Additional Director on August 13, 2020 who hold office upto the conclusion of conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Executive Director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**Resolution No. 4: Ordinary Resolution-** To approve the appointment of Mr. Viraj Devang Vora (DIN: 08448823) 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 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Viraj Devang Vora (DIN: 08448823) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective September 29, 2020 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee of the Company, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and who is eligible for re-appointment for the next term of five consecutive years as per the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from September 29, 2020 to September 28, 2025 and the term shall not be subject to retirement by rotation.

**RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**Resolution No. 5: Special Resolution-** To approve re-appointment of Mrs. Jagruti Mayurbhai Sanghavi (DIN: 07144651) 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), Mrs. Jagruti Mayurbhai Sanghavi (DIN: 07144651), who was appointed as an

Am.

## **MINUTES OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING**

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 Second Annual General Meeting of the Company to be held in the calendar year 2025.

**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), Mrs. Jagruti Mayurbhai Sanghavi 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.”

**Resolution No. 6: Special Resolution- Re-appointment of Velji Lakhadir Shah (DIN: 00007239) as Managing Director of the Company for a period of five years with effect from 21st May 2020.**

"**RESOLVED THAT** pursuant to the provisions of sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee and subject to such sanctions as may be necessary, the consent of the members be and is hereby accorded for re-appointment of Velji Lakhadir Shah (DIN: 00007239) as Managing Director ('MD') of the Company for a five year term commencing from 21<sup>st</sup> May, 2020 till 21 May 2025, upon the terms and conditions set out in the statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act and in the agreement entered into between the Company and MD, which agreement is hereby approved, with liberty to the Board of Directors, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and MD.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to revise the remuneration of MD from time to time to the extent it may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Act read with schedule V thereto, and/or any guidelines prescribed by the Government from time to time and the said agreement between the Company and MD be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in general meeting.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution.

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

With this, the Chairman thanked all the Members for their participation in the 27<sup>th</sup> AGM of the Company. The meeting concluded at 11:25 a.m. with the E-voting platform continue to be available for next 15 min.

\*\*\*\*\*

### **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 27th Annual General Meeting (AGM). The e-voting commenced at 09.00 a.m. on 27th December, 2020 and ended at 05.00 p.m. on 29th December, 2020. Further, the facility for e-voting was also made available during the Meeting for Members who had not cast their vote through remote e-voting and present at the AGM. Mr. Virendra G. Bhatt, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

*Hum .*

## MINUTES OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING

The Consolidated results of the Remote E-voting and E-voting at the AGM 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:

**1. Adoption of :**

a) the Audited Standalone Financial Statement for the year ended 31<sup>st</sup> March, 2020 and the Report of the Board of Directors and Auditors thereon; and

b) the Audited Consolidated Financial Statement for the year ended 31st March, 2020 and the Report of the Auditors thereon

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

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 & Promoter Group	Combined E-Voting	6173423	5930337	96.0624	5930337	0	100.0000	0.0000
Public Institutions	Combined E-Voting	0	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Combined E-Voting	3327977	210008	6.3104	210008	0	100.0000	0.0000
<b>Total</b>		<b>9501400</b>	<b>6140345</b>	<b>64.6257</b>	<b>6140345</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

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 Remote E - Voting and E- Voting during the AGM is as under:

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 & Promoter Group	Combined E-Voting	6173423	5930337	96.0624	5930337	0	100.0000	0.0000
Public Institutions	Combined E-Voting	0	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Combined E-Voting	3327977	210008	6.3104	210008	0	100.0000	0.0000
<b>Total</b>		<b>9501400</b>	<b>6140345</b>	<b>64.6257</b>	<b>6140345</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

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

*Handwritten signature*

**MINUTES OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING**

3. To approve the appointment of Mr. Priyaj Haresh Shah (DIN: 08828464) as a Director of the Company.

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

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 & Promoter Group	Combined E-Voting	6173423	5930337	96.0624	5930337	0	100.0000	0.0000
Public Institutions	Combined E-Voting	0	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Combined E-Voting	3327977	210008	6.3104	210008	0	100.0000	0.0000
<b>Total</b>		<b>9501400</b>	<b>6140345</b>	<b>64.6257</b>	<b>6140345</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

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

4. To approve the appointment of Mr. Viraj Devang Vora (DIN: 08448823) as an Independent Director of the Company.

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

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 & Promoter Group	Combined E-Voting	6173423	5930337	96.0624	5930337	0	100.0000	0.0000
Public Institutions	Combined E-Voting	0	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Combined E-Voting	3327977	210008	6.3104	210008	0	100.0000	0.0000
<b>Total</b>		<b>9501400</b>	<b>6140345</b>	<b>64.6257</b>	<b>6140345</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

*Handwritten signature*



**MINUTES OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING**

5. To approve re-appointment of Mrs. Jagruti Mayurbhai Sanghavi (DIN: 07144651) as an Independent Director of the Company.

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

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 & Promoter Group	Combined E-Voting	6173423	5930337	96.0624	5930337	0	100.0000	0.0000
Public Institutions	Combined E-Voting	0	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Combined E-Voting	3327977	210008	6.3104	210008	0	100.0000	0.0000
<b>Total</b>		<b>9501400</b>	<b>6140345</b>	<b>64.6257</b>	<b>6140345</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

6. Re-appointment of Mr. Velji Lakhadir Shah (DIN: 00007239) as the Managing Director of the Company for a period of five years with effect from 21st May 2020:

The Result of the Remote E - Voting and E- Voting during the AGM is as under:

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 & Promoter Group	Combined E-Voting	6173423	5930337	96.0624	5930337	0	100.0000	0.0000
Public Institutions	Combined E-Voting	0	0	0.0000	0	0	0.0000	0.0000
Public Non-Institutions	Combined E-Voting	3327977	210008	6.3104	210008	0	100.0000	0.0000
<b>Total</b>		<b>9501400</b>	<b>6140345</b>	<b>64.6257</b>	<b>6140345</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Place: Mumbai  
Date: 21/01/2021



Haresh V. Shah  
Chairman