

Monday, December 7 2020

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,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051

(Scrip Code: TokyoPlast)

Sub: Notice of 27th 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 27th Annual General Meeting of the Company has been scheduled to be held on Wednesday, 30th December, 2020 at 11.00 a.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the business as enumerated in the attached Notice.

Thanking You,

For Tokyo Plast International Limited



Haresh V. Shah
Director
DIN: 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

NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the shareholders of Tokyo Plast International Limited (CIN -L25209DD1992PLC009784) will be held on Wednesday, 30th December, 2020 at 11:00 A.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - (i) the Audited Standalone Financial Statement for the year ended 31st March, 2020 and the Report of the Board of Directors and Auditors thereon.
 - (ii) the Audited Consolidated Financial Statement for the year ended 31st March, 2020 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Haresh Velji Shah Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

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

“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.”



TOKYO PLAST INTERNATIONAL LIMITED

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

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

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.”

5. To approve re-appointment of Mrs. Jagruti Mayurbhai Sanghavi (DIN: 07144651) 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), Mrs. Jagruti Mayurbhai Sanghavi (DIN: 07144651), who was appointed 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 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.”

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.

To consider, and if thought fit, to pass the following resolution as an Special resolution:

"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 21st 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.



IMPORTANT NOTES:

1. This AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
2. The Register of members and the share transfer books of the company will remain closed from 23rd December, 2020 to 30th December, 2020 (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, Link Intime India Pvt Ltd.(Sharex Dynamic (India) Pvt. Ltd.merged into Link Intime India Pvt Ltd w.e.f. 31-08-2020), C- 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083. Phone No. 49186270. Website : linkintime.co.in , email ID: www.rnt.helpdesk@linkintime.co.in if the shares are held in physical form and to the concerned Depository Participants ('DP'), if the shares are held in electronic form.
4. In line with the MCA General Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Notice convening the 27th AGM has been uploaded on the website of the Company at www.tokyoplastint.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. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
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').

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.

CDSL e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.



6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.tokyoplastint.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Sunday, 27th December, 2020 at 9.00 a.m. (IST) and ends on Tuesday, 29th December, 2020 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit Alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) are recorded in your demat account or in the company records in order to login * 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 instructions (v)

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (x) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.



- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of share holder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@tokyoplast.com . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@tokyoplast.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xix) Note for Non – Individual Shareholders and Custodians

- * Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- * 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 a 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 linked in the login 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- * Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@tokyoplast.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

Item No. 3

Board of directors of the Company in their meeting held on 13th August, 2020 has appointed Mr. Priyaj Haresh Shah as Additional Director of the Company who holds office of the Director till the conclusion of next Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Priyaj Haresh Shah as Director of the Company.

Brief profile of Mr. Priyaj Haresh Shah is given below for reference of the member:

Mr. Priyaj Shah has done his Bachelors in Business Administration from NMIMS University and MSc International Technology Management from University of Warwick. He also possesses experience of startup.

He is currently working as Business Head in the Company for more than 3 years now.

The Company has also received Mr. Priyaj Haresh Shah's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Velji L Shah and Haresh V Shah and Priyaj Haresh Shah himself is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.3 for the approval of the members.

Item No 4

The Board of Directors of the Company at its meeting held on September 29, 2020, appointed Mr. Viraj Devang Vora as an Additional Director of the Company in the capacity of Independent Director for a term of 5 years with effect from September 29, 2020, subject to the approval of the Members of the Company. In terms of section 160 of the Companies Act, 2013, the Board Governance, Nomination and Compensation Committee and the Board have recommended the appointment of Mr. Viraj Devang Vora as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has also received a notice in writing from a member proposing the candidature of Mr. Viraj Devang Vora to be appointed as Director of the Company. The Company has received a declaration from Mr. Viraj Devang Vora confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Viraj Devang Vora consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Viraj Devang Vora fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management.

Brief profile of Mr. Viraj Devang Vora is given below for reference of the member:



Mr. Viraj Devang Vora has done his Bachelors in Business Administration from NMIMS University and he is a Chartered Financial Analyst with an experience of more than 3 years in Finance and wealth management. He is a designated partner in Bluefort Financial LLP.

Except Mr. Viraj Devang Vora, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution in relation to appointment of Mr. Viraj Devang Vora as an Independent Director of the Company, as set out in Item No. 4 for approval of the members by way of an Ordinary Resolution.

Item No 5

The members of the Company at the 22nd Annual General Meeting held on 27th September, 2014 appointed Mrs. Jagruti Mayurbhai Sanghavi (DIN: 07144651), as Independent Directors of the Company upto the conclusion of Twenty Seventh Annual General Meeting to be held in the calendar year 2020 therefore their terms of appointment expires on the date of this Annual General Meeting.

The Board, based on the performance evaluation and as per the recommendations of Nomination and Remuneration Committee, considers that, given their background, experience and contributions made by her during her tenure, the continued association of Mrs. Jagruti Mayurbhai Sanghavi would be beneficial to the Company and therefore it is desirable to continue to avail their services as Independent Directors for a second term of 5 (five) consecutive years.

Mrs. Jagruti Mayurbhai Sanghavi is not disqualified from being appointed as Directors in terms of Section 164 of the Act. The Company has also received declaration from Mrs. Jagruti Mayurbhai Sanghavi that they meet the criteria of independence as prescribed under both SEBI (LODR) Regulations, 2015 as well as Section 149(6) of the Act. In the opinion of the Board, Mrs. Jagruti Mayurbhai Sanghavi fulfil the conditions for re-appointment as Independent Directors as specified in the Act and SEBI (LODR) Regulations, 2015. They are independent of the management.

Your Directors recommend Resolution at Item No. 5 as a Special Resolution for approval of the members.

None of the Directors or key managerial personnel of the Company other than Mrs. Jagruti Mayurbhai Sanghavi are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 except as disclosed above.

The details of Director seeking re-appointment at the forthcoming Annual General Meeting (pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, are furnished below:

Particulars	Shri Haresh V Shah	Mrs. Jagruti Mayurbhai Sanghavi	Mr. Priyaj Haresh Shah	Mr. Viraj Devand Vora
Date of Birth	16.08.1974	06.06.1986	20.02.1996	15.06.1996
Date of Appointment	01.07.1996	28/03/2015	13.08.2020	29.09.2020
Qualifications	Graduate in Plastic Industry	Under Graduate	Graduate	Graduate
Expertise in specific functional areas	Plastic Industry	Social Service	Plastic Industry	Finance and Wealth Management
Directorship in other Public Limited Companies	1. Tokyo Finance Ltd. 2. Tokyo Constructions Ltd. 3. Tokyo Exim Ltd.	Tokyo Finance Ltd.	Tokyo Finance Ltd.	Tokyo Finance Ltd.
Membership of Committees in Public Limited Companies	Invester Relations Committee of Tokyo Finance Ltd.	Member of Nomination and Remuneration Committee and audit Committee of Tokyo Finance Ltd.	NIL	i. Audit Committee ii. Invester Relationship Committee and iii. Remuneration Committee of Tokyo Finance Ltd
Number of Shareholders in the Company	NIL	NIL	24,53,986	NIL

Item No 6

Mr. Velji L Shah was appointed as the Managing Director of the Company for a period of five years effective May 21, 2015 till May 20, 2020, not liable to retire by rotation, and the said appointment was approved by the Shareholders at the 22nd Annual General Meeting held on September 30, 2015. The Board of Directors ('the Board'), on March 18, 2020, re-designated Mr. Velji L Shah as the Managing Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board on March 18, 2020, re-appointed Mr. Velji L Shah as the Managing Director of the Company, not liable to retire by rotation, for a further period of five years effective May 21, 2020 through May 20, 2025, subject to approval of the Shareholders.

The Board, while re-appointing Mr. Velji L Shah as the Managing Director of the Company, considered his background, experience and contributions to the Company.



TOKYO PLAST INTERNATIONAL LIMITED

Occupying the position of Director, Mr. Velji L. Shah in the past had proven record of good management skills and has looked after day-to-day business and affairs of the company. Under his able directorship the company had made a rapid progress.

Mr. Velji L. Shah had rich experience and exposure to business environment. During his entire tenure of association with company he had provided his tremendous support and guidance to the organization and helped in achieving goals and progress of the company.

Functions: The MD shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of one or more of its associated companies and/or subsidiaries including performing duties as assigned to MD from time to time by serving on the boards of such associated companies and/or subsidiaries or any other Executive body or any committee of such a company.

Remuneration: Velji L. Shah, shall be entitled to monthly remuneration of Rs. 3,50,000/- w.e.f. May 21, 2020 with increment as decided by the Board from time to time.

Perquisites: No, any other prerequisite will be there other than basic pay.

Minimum Remuneration: Where in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to you subject to the applicable provisions of Schedule V to the said Act.

Sitting Fees: No sitting fee shall be paid to you for attending the Meetings of Board of Directors or any committee thereof. You shall not be liable to retire by rotation.

Mr. Velji L. Shah, is interested in the company and receives remuneration as proposed in this meeting and his Son Mr. Haresh V. Shah is the Chief Financial officer of the Company.

Place : Mumbai
Date : 3rd December, 2020

Velji L. Shah
Chairman & Managing Director
DIN: 00007239

Registered Office:

Plot No.363/1(1,2,3),
Shree Ganesh Industrial Estate
Kachigaum Road
Daman – 396 210 (U.T.)