

TOKYO PLAST INTERNATIONAL LIMITED

REGISTERED OFFICE: VYOM ARCADE, 5TH FLOOR, ABOVE UNITED BANK OF INDIA,
TEJPAL SCHEME ROAD NO.5, VILE PARLE (EAST), MUMBAI - 400057

Web : www.tokyoplastint.in
CIN : L25209MH1992PLC069617

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given in pursuance to Section 110 of the Companies Act, 2013 ("ACT") read with Rule 22 of Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as special resolutions by way of Postal Ballot

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed Special Resolutions is appended herein below along with the Ballot Form (Form) for your consideration. Each of the special resolutions mentioned herein shall be declared as passed if the number of votes cast in favor of such special resolution is not less than three times the number of votes cast against the said special resolution.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signatures at the designated place in the form and return the same in original duly completed in enclosed self addressed, postage pre-paid envelop (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e 5 P.M. on Tuesday, 21st April, 2015. Please note that any postal Ballot form (s), received after the said date will be treated as not received.

Upon Completion of the Scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman & Managing Director. The result of the Postal Ballot would be announced by the Chairman & Managing Director or Company Secretary of the Company on Saturday, 25th April, 2015 at the Registered Office of the Company. The aforesaid result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where shares of the Company are listed, published in the Newspapers and displayed along with the Scrutinizer's report on the Company's website i.e. www.tokyoplastint.in. The date of announcement of result of Postal Ballot shall be considered to be the date of Extra Ordinary General Meeting and the date of passing the said resolutions.

PROPOSED RESOLUTIONS:

ITEM NO 1: TO SHIFT THE REGISTERED OFFICE FROM THE STATE OF MAHARASHTRA TO THE UNION TERRITORY OF DAMAN.

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

"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 or the central government 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 State of Maharashtra to the Union Territory of Daman 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 Union Territory of Daman.

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

"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.”

Registered office:
Vyom Arcade ,5th floor,
Above United Bank Of India,
Tejpal Scheme Road No. 5,
Vile Parle (East)-400057.

By Order of the Board
For Tokyo Plast International Ltd.
Sd/-
Chairman

Place : Mumbai

Date : 18.03.2015

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 and rules made there under stating out material facts pertaining to the above Resolution is annexed hereto along with a Postal Ballot Form for consideration of members.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited as on Friday, 13th March, 2015.
3. The Board of Directors have appointed Shri. Virendra Bhatt, Practicing Company Secretaries (C. P No.124), as Scrutinizer for conducting this Postal Ballot voting process in a fair and transparent manner.
4. Voting Options :
 - I. E-Voting Facility: In compliance with provisions of Section 108 of the Companies Act read with the Rules and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for its members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. However, in case members cast their vote both via physical Postal Ballot and e-voting, then voting through e-voting shall prevail and voting done by Postal Ballot shall be treated as invalid. For this purpose, the Company has signed an agreement with the Central Depository Services Limited (CDSL) for facilitating e-voting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 20th March, 2015 (9.00 a.m.) and ends on 21st April, 2015 (5.00 p.m.). 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 13th March 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier 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 Members 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If 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 instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 Members 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 Tokyo Plast International Ltd. 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.

- II. Voting through Physical Postal Ballot Form: Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form with the Assent (For) or Dissent (Against), in the attached self-addressed envelope, so as to reach the Scrutinizer on or before 21st April, 2015, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. The self-addressed envelope attached to this notice bears the address to which the duly completed Postal Ballot form is to be sent.
5. The Scrutinizer shall within a period not exceeding four days submit his report to the Company and the result of the Postal Ballot will be announced by displaying the same along with the Scrutinizer's report, on the Company website www.tokyoplastint.in. The date of declaration of postal ballot results will be taken to be the date of passing the Resolutions.
 6. Notice of Postal Ballot Form along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the Members whose email ID's are registered with the Company/ Depository Participant (s). For Members who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
 7. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on Friday, 13th March 2015 .
 8. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting of the members.
 9. Voting can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person.
 10. Shareholders holding shares either in physical form or in dematerialized form may cast their vote electronically.
 11. All documents referred to in the Notice and the Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between 10.30 a.m. to 4.30 p.m. up to 21.04.2015, the last date for receipt of postal ballot forms.
 12. Members are requested to register their e-mail id with Registrar and Transfer Agent (RTA), being Sharex Dynamic (India) Pvt. Ltd., Unit 1, Luthra Industrial Premises, 1st Floor, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai 400072. Phone No. 28515606/ 28515644. Web. Sharexindia.com, email ID sharexindia@vsnl.com

EXPLANATORY STATEMENT PURSAUNT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item 1

Your Board of Directors analyze that the shifting of the registered office is in the best interest of the company, shareholders and all the concerned parties and shall in no manner adversely affect the existing client base, creditors or operations or employees of the company. This shifting would provide administrative convenience. Further, the shareholders of the company are unable to participate/approach to the existing registered office of the company and are unable to represent themselves in the company's general meeting. In connection to this, your Board of Directors has decided in their Board meeting held on Saturday, 7th March, 2015, that the registered office of the company be shifted from the state of Maharashtra to the Union Territory of Daman.

As per the provisions of section 12, 13 and other applicable provisions, if any, of the companies Act, 2013 and rules made there under, such shifting of registered office requires company to alter memorandum of association of the company and obtain necessary approval of the Shareholders by the way of special resolution.

A copy of memorandum as on date and a copy indicating the proposed amendments is available for inspection at the registered office of the company during working hours.

None of the directors, key managerial personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Therefore your Board of Directors recommends passing the resolution(s) set out in item No. 1 as special resolution for shifting the registered office from the state of Maharashtra to the Union Territory of Daman and for altering Clause II of the memorandum of association of the company.

Place : Mumbai
Date : 18.03.2015

By order of the Board
sd/-
Chairman