



MINUTES OF PROCEEDING OF THE BUSINESS PASS THROUGH POSTAL BALLOT BY THE MEMBERS OF TOKYO FINANCE LIMITED AND ANNOUNCED ON 25TH APRIL, 2015.

PRESENT:

Velji Lakhadir Shah : Chairman
Haresh Velji Shah : Director

IN PRESENCE :

Beena Desai, Compliance officer

The Company at its Board Meeting held on 7th March, 2015 passed a resolution for taking the consent of Shareholder pursuant to Section 110 of Companies Act, 2013 read with Rule 22 of Companies (Management and Administrative) Rule, 2014 by way of a Special Resolution for Shifting of his registered office from the State of Maharashtra to the Union Territory of Daman.

The Company has completed the dispatch of said Postal Ballot Notice along with Postal Ballot Form on March 18, 2015 through electronic means / e-mail to all the members whose e-mail addresses are registered with the Company or Depository Participants and through Speed Post along with the self-addressed Business Reply envelope to the members who have not registered their e-mail address, as on cut-off date March 13, 2015.

Board of Directors appointed Virendra G. Bhatt, Practicing Company Secretary as Scrutinizer for conducting the postal ballot process at the board meeting of the Company held on 7th March 2015.

Scrutinizer carried out its scrutiny of Postal ballot Form received physically and votes casted electronically and submitted his report on 25th April, 2015 to the Chairman.

Resolution 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 Finance 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 Finance Limited Plot No. 363/1(1,2,3), Shree Ganesh Industrial Estate, Kachigaum Road, Daman-396210 (For 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."

Details as summarized by the scrutinizer in his report:

Item No.	Particulars And Type of Resolution	No. Of Voters	Total Valid Votes	Votes In Favour	Votes In Against
1.	Special resolution, To Shift The Registered Office From The State Of Maharashtra to The Union Territory Of Daman.	78	4567752	4567652	100

RESULT :

Total valid votes are **4568152** out of **4567652** votes in favour and **100** votes against hence the resolution passed with required majority as Special Resolution.

Date: 27.04.2015

Place : Mumbai


CHAIRMAN