

Saturday, September 06, 2025

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 Report for the Financial Year 2024-2025 and Notice convening 32nd Annual General Meeting (AGM)

Dear Sir/Madam,

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice convening the 32nd Annual General Meeting (AGM) and the Annual Report of the Company for the Financial Year 2024-25.

In compliance with relevant Circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice convening the AGM and the Annual Report of the Company for the Financial Year 2024-25 has been sent to all the Members of the Company whose email addresses are registered with the Company or Depository Participant(s).

The AGM of the Company will be held on Monday, September 29, 2025, at 12:00 PM through Video Conferencing/ Other Audio-Visual Means in accordance with the aforesaid Circulars. The Notice of 32nd AGM along with the Annual Report for the Financial Year 2024-25 is also being made available on the website of the Company at www.tokyoplastint.in

We request you to kindly take the above information on record.

This is for your information and records.

Thanking You,
Tokyo Plast International Limited

Haresh Velji Shah
DIN:00008339



TOKYO PLAST *International Ltd.*

NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the Shareholders of Tokyo Plast International Limited (CIN -L25209DD1992PLC009784) will be held on Monday, 29th September, 2025 at 12:00 P.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, 2025 and the Report of the Board of Directors and Auditors thereon.

(ii) the Audited Consolidated Financial Statement for the year ended 31st March, 2025 and the Report of the Auditors thereon..

2. To appoint a Director in place of Mr. Haresh Velji Shah Director (DIN: 00008339), who retires by rotation and being eligible, offers himself for re-appointment as a Director of the Company

Special Business:

3. To re-appoint Mr. Viraj Devang Vora (DIN: 08448823) as an Independent Non-Executive Director of the Company and if thought fit pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Viraj Devang Vora (DIN: 08448823), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company not liable to retire by rotation to hold office for second term of five consecutive years i.e. from September 29th, 2025 to September 28th, 2030."

4. To re-appoint Mr. Velji Lakhadir Shah (DIN: 00007239) as the Managing Director of the Company and if thought fit pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) and the rules framed thereunder and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the members be and is hereby accorded to re-appoint Mr. Velji Lakhadir Shah (DIN: 00007239) as Managing Director for a period of 3 years on expiry of his present term of office, i.e. with effect from 21st May, 2025 and shall be liable to retire by rotation.

The terms and conditions applicable for a period of 3 years from the date of appointment i.e 21st May, 2025 to 20th May, 2028 shall be as follows:

Salary

Salary ranging between Rs. 3,50,000/- per month and a bonus equivalent to four months salary.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, the appointee shall be paid the above remuneration as the Minimum Remuneration subject however to the overall limits as per provisions contained in the Schedule V to the Companies Act, 2013 or any amendments hereinafter made, as may be agreed to between the Board of Directors and the appointee.

RESOLVED FURTHER THAT any excess remuneration already paid in the event of loss or inadequacy of profits in any financial year in the past or in case of transition of tenure be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to execute all such agreements/deeds/ documents as may be necessary and do all such acts deeds and things as may be necessary to give effect to the above resolution."

5. To appoint Ms. Jinali Rushin Modi as the Non-Executive Independent Women Director (DIN.: 07533545) of the Company and if thought fit pass the following resolution as a Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory Modification(s) or re-enactment thereof for time-being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, Ms. Jinali Rushin Modi (DIN: 07533545) who has submitted a declaration that she meets the criteria of independent Director as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, as amended from time to time and who is eligible for appointment, be and is hereby appointed as an Non-executive Independent Women Director of the Company not liable to retire by rotation to hold office for term of five consecutive years i.e from September 29th, 2025 to September 28th, 2030."

6. To appoint a Secretarial Auditor of the Company and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors of the Company, Ms. Ashika Shetty, Practicing Company Secretary be and is hereby appointed as the Secretarial Auditors of the Company for first term of five years to conduct the Secretarial Audit from financial year 2025-26 till financial year 2029-30 at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

By Order of the Board

For **Tokyo Plast International Limited**

Sd/-

Velji L. Shah
Chairman & Managing Director
DIN: 00007239

Place : Mumbai
Date: 1st September, 2025

Details of the Directors seeking appointment/re-appointment at the Thirty Second (32nd) Annual General Meeting as per Companies Act, 2013, Secretarial Standards and the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.

Name of Director	Mr. Haresh Velji Shah
Date of Birth	22/11/1994
Age	51 years
Date of Appointment (Original)	01/07/1996
Brief Resume and Experience	25+ years of experience in finance and operations, overseeing financial strategy, compliance, and operational efficiency.
Expertise in specific functional areas	Finance and Operations
Qualification	-
Remuneration to be paid	As per approved terms
Remuneration last drawn	Rs. 36,00,000 /- p.a.
Directorships held in other companies (excluding section 8 and foreign companies)	1 Tokyo Finance Limited 2 Tokyo Constructions Limited 3 Pinnacle Drinkware Private Limited 4 Tokyo Exim Limited
Memberships of committees across other companies (includes only Audit & Shareholders' / Stakeholder Relationship Committee)	—
Cessation from listed entities (in past three years)	—
Shares held in the Company	—
Relationship with Directors, Manager and Key Managerial Personnel	Father of Priyaj Shah Son of Velji Shah
Number of Board Meetings attended during the Financial Year 2024-25	9

Name of Director	Mr. Velji Lakhadir Shah
Date of Birth	21-02-1948
Age	77 years
Date of Appointment (Original)	18/11/1992
Brief Resume and Experience	35+ years of experience in Sales and Business Development, leading growth, customer relationships, and global market expansion.
Expertise in specific functional areas	Sales and Business Development, Customer Relationship and Global Expansion
Qualification	-
Terms and condition of appointment/re-appointment	3 yrs
Remuneration to be paid	3,50,000 /- per month
Remuneration last drawn	3,50,000 /- per month
Directorships held in other companies (excluding section 8 and foreign companies)/	Tokyo Finance Limited
Memberships of committees across other companies (includes only Audit & Shareholders'/Stakeholder Relationship Committee)	NA
Cessation from listed entities (in past three years)	NA
Shares held in the Company	NA
Relationship with Directors, Manager and Key Managerial Personnel	Father of Haresh Velji Shah Grand Father of Priyaj Haresh Shah
Number of Board Meetings attended during the Financial Year 2024-25	9

Name of Director	Mr. Viraj Devang Vora
Date of Birth	15.06.1996
Age	29 years
Date of Appointment (Original)	29/09/2020
Brief Resume and Experience	Mr. Viraj is a Chartered Financial Analyst (CFA) with extensive experience in the finance industry, specializing in financial analysis, investment advisory, and portfolio management. He has expertise in equity research, corporate finance, valuation, and risk management, with strong knowledge of capital markets and regulatory frameworks. He has been actively involved in financial modeling, asset allocation, and investment strategy formulation, bringing valuable insights and professional expertise to the Company.
Expertise in specific functional areas	Finance Industry
Qualification	Chartered Financial Analyst
Terms and condition of appointment/re-appointment	5 years
Remuneration to be paid	-
Remuneration last drawn	-
Directorships held in other companies (excluding section 8 and foreign companies)/	1 Tokyo Finance Limited 2 Stowrock Pharmaceuticals Private Limited
Memberships of committees across other companies (includes only Audit& Shareholders'/Stakeholder Relationship Committee)	1 Tokyo Finance Limited- Audit Committee- Chairman 2 Tokyo Finance Limited- Investor Relations Committee Member 3 Tokyo Finance Limited- Nomination and Remuneration Committee - Chairman 4 Tokyo Finance Limited- Stakeholder Relationship Committee- Chairman

Cessation from listed entities (in past three years)	NA
Shares held in the Company	735 Shares
Relationship with Directors, Manager and Key Managerial Personnel	NA
Number of Board Meetings attended during the Financial Year 2024-25	9

Name of Director	Ms. Jinali Rushin Modi
Date of Birth	21/12/1990
Age	34 Years
Date of Appointment (Original)	29 th September 2025
Brief Resume and Experience	Psychology
Expertise in specific functional areas	*Management & Organization:* Proficient in coordinating and overseeing educational and administrative activities. *Communication:* Strong verbal and written communication skills, with the ability to effectively interact with students, parents, and colleagues. *Teamwork:* Experienced in working collaboratively with diverse teams to achieve common goals. *Resourceful:* Ability to adapt to new challenges and find creative solutions in dynamic environments.
Qualification	*Master of Science in Psychology (Pursuing)* Jain University, Bangalore *Diploma in Child Psychology with Special Needs Education* *Bachelor of Commerce (B.Com)* Jai Hind College, Mumbai
Terms and condition of appointment/re-appointment	5 Years
Remuneration to be paid	-
Remuneration last drawn	-
Directorships held in other companies (excluding section 8 and foreign companies)	NA

Memberships of committees across other companies (includes only Audit & Shareholders'/Stakeholder Relationship Committee)	NA
Cessation from listed entities (in past three years)	NA
Shares held in the Company	NA
Relationship with Directors, Manager and Key Managerial Personnel	NA

By Order of the Board

For **Tokyo Plast International Limited**

Sd/-

Velji L. Shah
Chairman & Managing Director
DIN: 00007239

Place : Mumbai
Date: 1st September, 2025

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

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

Item No.3

Mr. Viraj Devang Vora (DIN.: 08448823) appointed as an Independent Non-Executive Director of the Company by the members at the 27th Annual General Meeting of the Company held on 30th December, 2020 for a term of 5 years with effect from September 29, 2020. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Viraj Devang Vora, being eligible for re-appointment as an Independent Director, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from September 29th, 2025 to September 28th, 2030.

The Company has received declaration from him stating that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so, appointed by the members. In the opinion of the Board,

Mr. Viraj Devang Vora fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Viraj Devang Vora as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Viraj Devang Vora as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Viraj Devang Vora for the approval by the members of the Company. Except Mr. Viraj Devang Vora being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the Annual General Meeting.

Item No.4

The Members are hereby informed that Mr. Velji Lakhadhir Shah was appointed as Managing Director for the term of 5 years and his term of office as Managing Director expired on 20th May, 2025.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting recommended the re-appointment of Mr. Velji Lakhadhir Shah (DIN: 00007239) as the Managing Director of the Company for a further term of 3 (three) years commencing from 21st May, 2025, subject to the approval of the members by way of a special resolution under Section 196(3) of the Companies Act, 2013, as he has attained the age of 70 years.

Mr. Velji Lakhadhir Shah has been associated with the Company since 1992 and has been instrumental in guiding the Company with his rich knowledge, vision, and managerial expertise.

The Board believes that his proven track record, deep understanding of the business operations, strong leadership qualities, and the valuable guidance he has been providing to the Company will immensely benefit the Company.

Considering his vast experience of over many years in the industry and his continued contribution to the growth of the Company, the Board is of the view that his re-appointment would be in the best interest of the Company.

Accordingly, the Board recommends the resolution set out in Item No. 4 of the accompanying Notice for the approval of the Members as a Special Resolution.

Except Mr. Velji Lakhadhir Shah, Mr. Haresh Shah, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The statement containing the information to be given to the members in terms of Schedule V to the Companies Act, 2013 is as under:

General Information:

- 1. Nature of Industry:** Plastic Industry
- 2. Date or expected date of commencement of commercial production:** Company is already in operation
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- 4. Financial performance based on given indicators:** The Company recorded a turnover of Rs. 7,247.43 lakhs, as against Rs. 6,636.61 lakhs in the previous Financial Year. The net profit for FY 2024-25 stood at Rs. 132.41 lakhs as against net profit of Rs. 100.28 lakhs in previous year.
- 5. Foreign investments or collaborations, if any:**

I. INFORMATION ABOUT THE APPOINTEE

- 1. Background details:** Mr. Velji Lakhadir Shah is the Managing Director of the Company.
- 2. Past remuneration:** The remuneration drawn by him during the financial year ended March 2025 was Rs. 42,00,000/- p.a
- 3. Recognition or Rewards:** NA
- 4. Job profile and his suitability:** Sales and Business Development
- 5. Remuneration proposed:** It is proposed to pay salary ranging between 3,50,000 /- per month.

6. **Comparative remuneration profile:** Considering the responsibility shouldered by him for the enhancement of the business of the Company, proposed remuneration is commensurate with industry standards held in similar sized and similarly positioned business.
7. **Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** He is the Father of Haresh Velji Shah and Grandfather of Priyaj Haresh Shah

I. OTHER INFORMATION

1. **Reasons of loss or inadequate profits:** NA
2. **Steps taken or proposed to be taken for improvement:** The net profit for F Y 2024-25 stood at Rs. 132.41 lakhs the approval is being taken as prudent measure .
3. **Expected increase in productivity and profits in measurable terms:** The Company steps into financial year 2025-26 with optimism and a sharpened strategic focus.

Item No.5

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Mrs. Jinali Rushin Modi (DIN: 07533545) as an Independent Director (Non-Executive) of the Company, for a term of five (5) consecutive years commencing from 29th September, 2025, subject to the approval of the members.

Mrs. Jinali Rushin Modi has consented to act as a Director of the Company and has confirmed that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the rules made thereunder. In the opinion of the Board, she fulfills the conditions specified in the Act for appointment as an Independent Director and is independent of the management.

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.5.

The Board of Directors recommends the resolution in relation to appointment of Mrs. Jinali Rushin Modi as an Independent Director of the Company, as set out in Item No. 5 for approval of the members by way of a Special Resolution.

Item No.6

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and other applicable provisions of the Companies Act, 2013, as amended, the Company is required to appoint Secretarial Auditors for a period of 5 years commencing FY2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations read with applicable SEBI Circulars.

As part of the assessment, the Management considered the eligibility of Ms. Ashika Shetty Practicing Company Secretary, Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India, the firm specializes in corporate law, SEBI, corporate governance, and compliance.

Ms. Ashika Shetty, Practicing Company Secretary with expertise in SEBI compliance, corporate governance & advisory.

Ms. Ashika Shetty has also confirmed their eligibility and independence under regulation 24A of SEBI Listing Regulations and has expressed her willingness to accept the appointment upon approval.

The Board, at its meeting held on September 01, 2025, considered the recommendation of the Audit Committee with respect to the appointment of Ms. Ashika Shetty as the Secretarial Auditors. After due consideration and review, the Board recommends for approval of the Members the appointment of Ms. Ashika Shetty as the Secretarial Auditors of the Company for a period of five years commencing from FY2025-26 through the FY2029-30.

The fees proposed to be paid to Ms. Ashika Shetty for the financial year commencing from FY 2025-26 to FY 2029-30 would be finalised between the Board and the Secretarial Auditor with power to the Board of Directors to increase it by 5% to 10% per annum.

In addition to the secretarial audit, Ms. Ashika Shetty may provide such other permissible services from time to time as may be approved by the Board of Directors.

The Board of Directors recommend the resolution set out in item no. 6 for approval by the Members.

None of the Directors and Key Managerial Personnel (KMP) and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board

For **Tokyo Plast International Limited**

Sd/-

Velji L. Shah
Chairman & Managing Director
DIN: 00007239

Place : Mumbai
Date: 1st September, 2025

Notes:

- a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the Special business of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").
- b) The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India ('SEBI') vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 32nd AGM of the Company is being held through VC/OAVM on **29th September, 2025, at 12:00 p.m. (IST)**. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 363/1(1,2,3), Shree Ganesh Industrial Estate Kachigam Road, Daman 396210.

- c) In terms of the MCA Circulars, physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 32nd AGM. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participation in the 32nd AGM through VC/ OAVM facility and e-Voting during the 32nd AGM.
- d) In terms of the MCA Circulars and relevant circulars issued by SEBI, the Notice of the 32nd AGM and Annual Report for the financial year ended March 31, 2025 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depository Participants ("DPs") and will also be available on the website of the Company at www.tokyoplastint.in, on the website of BSE Limited at www.bseindia.com and also on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. Since the 32nd AGM will be held through VC/ OAVM facility, the Route Map is not annexed to this Notice.
- e) 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) read with MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by CDSL.

- f) 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 at least 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.
- g) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- h) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon request in electronic mode.
- i) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Registrar and Share Transfer Agents of the Company (RTA) i.e. M/ MUFG Intime India Pvt Ltd in case the shares are held by them in physical form.
- j) As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's R & T Agents for assistance in this regard.
- k) Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the RTA in case the shares are held in physical form and to their DP in case the shares are held by them in electronic form.
- l) SEBI has mandated listed companies to issue securities in dematerialized form only, while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates / folios; and transmission and transposition. In this regard, members are requested to make request in Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- m) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 22nd, 2025 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Issuer/RTA.
- n) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 22nd, 2025 through email on cs@tokyoplast.com same will be replied by the Company suitably.

o) **Remote E-Voting**

In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL) on all the resolutions set forth in the Notice.

p) **Voting Results**

- i. The voting rights of members shall be in proportion to their shares of the paid up Equity Share Capital of the Company (i.e. One Vote for Every One Share held).
- ii. The Company has appointed Mr. Virendra Bhatt, Practicing Company Secretary (Membership No.: 1157), Practicing Company Secretaries, to act as the scrutinizer.
- iii. The Scrutinizer shall, immediately after the conclusion of voting at AGM, count the votes cast at AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- iv. The result declared along with the scrutinizer's report shall be placed on the notice board at the registered office of the Company and on the website of the Company. The Company shall also forward the results to BSE Limited, where the shares of the Company are listed.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on September 26th, 2025 at 9:00 a.m and ends on September 28th, 2025 at 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 September 22nd, 2025 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. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My Easi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System My Easi Tab and then click on registration option.

	4) the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-svoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in Demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v. Login method for e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual holding in Demat form.**
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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.
 - 4) Next enter the Image Verification as displayed and Click on Login.

- 5) 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.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual 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) as 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.

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. 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.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the Tokyo Plast International Limited, on which you choose to vote.
- x. 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.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.

- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. 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.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting Only**
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatorily 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; priti.pjsassociates@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 **before 20th September, 2025** mentioning their name, demat account number/folio number, email id, mobile number at cs@tokyoplast.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **before 20th September, 2025** mentioning their name, demat account number/folio number, email id, mobile number at cs@tokyoplast.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, 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 rnt.helpdesk@linkintime.co.in.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By Order of the Board

For **Tokyo Plast International Limited**

Sd/-

Velji L. Shah
Chairman & Managing Director
DIN: 00007239

Place: Mumbai
Date: 1st September, 2025