



**TOKYO**  
FINANCE LIMITED

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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: 531644)

01<sup>st</sup> March, 2023

**Sub: Minutes of the Resolutions passed by way of Postal Ballot through remote e-voting process.**

**Dear Sir/Madam,**

We are enclosing copy of the minutes of resolution passed by way of postal ballot through remote e-voting on 8<sup>th</sup> February, 2023. The results of our postal ballot were announced vide our letter dated 08<sup>th</sup> February, 2023.

This is for your information and records,

**For Tokyo Finance Limited**

**Swagata Indulkar**  
**Company Secretary**

**MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY REMOTE E-VOTING PROCESS BY MEMBERS OF THE COMPANY ON FEBRUARY 8<sup>TH</sup>, 2023, RESULTS OF WHICH WERE DECLARED ON FEBRUARY 8<sup>TH</sup>, 2023.**

At its meeting held on January, 03<sup>rd</sup> 2023, the Board of Directors ("**Board**") of the Company approved the proposal to conduct a Postal Ballot pursuant to Section 108 and section 110 of the Company's Act 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020 and Circular No.11/22 dated 28<sup>th</sup> December 2022 issued by the Ministry of Corporate Affairs ("**MCA Circulars**") to seek approval of the Members for the following special resolution:

**1. Approval for change of name of the Company from "Tokyo Finance Limited" to "Premero Finance Limited" and consequent alteration in Memorandum and Articles of Association of the Company:**

The Board appointed Mr. Virendra Bhatt, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot only through the e-voting process in a fair and transparent manner. The e-voting facility to Members was provided through Central Depository Services (India) Limited, the central security depository. The e-voting period commenced at 9 A.M. Tuesday 10<sup>th</sup> January, 2023 ended at 5 P.M. Wednesday 08<sup>th</sup> February, 2023. A newspaper advertisement as required under the Companies Act, 2013 was published in The Free Press Journal and Janadesh (regional newspaper- Gujarati Language) newspapers on February 10<sup>th</sup>, 2023.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on 08<sup>th</sup> February, 2023. Summary of the Scrutinizer's Report is as under:

Pursuant to General Circular No. 20/2020 dated 05<sup>th</sup> May, 2020 read with General Circular nos. 14/2020 dated 08<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 02/2021 dated 13<sup>th</sup> January, 2021; 19/2021 dated 08<sup>th</sup> December, 2021, 21/2021 dated 14<sup>th</sup> December, 2021, 2/2022 dated 05<sup>th</sup> May, 2022 & 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs [MCA] and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 issued by the Securities and Exchange Board of India ("SEBI"), (hereinafter referred to as "**Circulars**") in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19", the postal ballot notice dated 03<sup>rd</sup> January, 2022 was sent to the members whose name(s) appeared on the ~~Register of Members~~ ~~list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on cut-off date~~ i.e. Friday, December 30<sup>th</sup>, 2022.

1. Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.

2. The votes cast through electronic means were unblocked on Wednesday, February 8<sup>th</sup>, 2023 at 5.00 P.M.

3. Votes cast through electronic means were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the company/list of beneficiaries as on Friday, 30<sup>th</sup> December, 2022.

4. Votes cast through electronic means up to 5.00 P.M. of 8<sup>th</sup> February, 2023 being the last time and date fixed by the company for voting through electronic means were considered for scrutiny.
5. Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper does not arise.
6. Based on the analysis of valid votes, the Scrutinizer submitted his report dated February 8<sup>th</sup> 2023, to the Chairman of the Company. Based on the report, the ordinary resolution set out in the postal ballot notice dated 3<sup>rd</sup> January, 2023 has been passed with requisite majority.

The details of voting on the special resolutions as per the Scrutinizer's report are as under:

**1. To consider and, if thought fit, to pass, the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14 and 15 of the Companies Act, 2013 (“Act”) read with the Companies (Incorporation) Rules, 2014, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, subject to such approvals, consents, permissions and sanctions as may be required from the concerned statutory/regulatory authorities, consent of the members be and is hereby accorded for change of name of the Company from “Tokyo Finance Limited” to “Premero Finance Limited” and consequent alteration in Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Articles of Association of Company and Name Clause in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

(1) The name of the Company is **“Premero Finance Limited”**.

**RESOLVED FURTHER THAT** the name “Tokyo Finance Limited” wherever appearing in the memorandum and Articles of Association and all other documents/records of the Company be substituted by the new name “Premero Finance Limited” in accordance with the provisions of applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to the implementation of the above mentioned resolution (including finalising, settling and executing of such documents / writings / deeds / papers / agreements as may be necessary or incidental thereto and to seek their registration thereof with the concerned authorities, and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc.), and also to take all other decisions as it/ they may, in its/ their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

Result of voting through Postal Ballot by remote e-voting was as follows:

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
Remote e-voting	4212624	0	4212624

The Result of postal ballot conducted through remote e-voting is as under:

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	Remote e-voting	3600705	3600705	100.0000	3600705	0	100.0000	0.0000
Public Institutions	Remote e- voting	0	0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	Remote e- voting	3369395	611919	18.1611	609892	2027	99.6687	0.3313
<b>Total</b>		<b>6970100</b>	<b>4212624</b>	<b>60.4385</b>	<b>4210597</b>	<b>2027</b>	<b>99.9519</b>	<b>0.0481</b>

The Chairman noted the results of voting as stated above and it was declared and recorded that the Special resolutions as set out in the Notice of Postal Ballot dated January 03<sup>rd</sup>, 2023 were duly passed by the Members on February 8<sup>th</sup>, 2023 with requisite majority.

**CHAIRMAN**

Minutes preparation date: 20<sup>th</sup> February, 2023