



TOYAM INDUSTRIES LIMITED

[Formerly Ojas Asset Reconstruction Company Limited]

CIN: L74110MH1985PLC285384

www.toyamindustries.com

September 02, 2017

To,

The BSE Limited, Floor 25, P.J. Towers, Dalal Street, Mumbai-400001	The Metropolitan Stock Exchange of India Ltd. Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, BandraKurla Complex, Bandra (E), Mumbai — 400 098.
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REF : ISIN: INE457P01020, SECURITY CODE: 538607, SECURITY ID: TOYAMIND
Sub: Notice of 32nd Annual General Meeting (“AGM”)

Dear Sir/Madam,

This is to inform you that 32nd Annual General Meeting of Toyam Industries Limited will be held on **Tuesday, 26th September, 2017 at 02:00 P.M. at K1L SPORTS CAFE, Cottage No. 17, Aramnagar Part 1, J.P. Road, Versova, Andheri (West), Mumbai (MH)-400061**, To Transact the businesses given under the Notice calling 32nd AGM.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 31(1) (b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

The facility for voting through ballot paper will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are attached with the Notice of 32nd AGM.

Annual Report for the Financial Year 2016-17 including Notice of Annual General Meeting is also available on the website of the Company at this link i.e. <http://toyamindustries.com/wp-content/uploads/2017/04/Annual-Report-2016-17.pdf>.

This is for your information and record.

Thanking you,

For Toyam Industries Limited


Ketan Vyas
Company Secretary



Encl: As above stated



TOYAM INDUSTRIES LIMITED

[Formerly Ojas Asset Reconstruction Company Limited]

Registered Office: 503, Shri Krishna Building, Opp. Laxmi Industrial Estate,
Link Road, Andheri West, Mumbai (MH)-400053

CIN: L74110MH1985PLC285384

Website: www.toyamindustries.com

Email: info@toyamindustries.com; csketan@toyamindustries.com

Contact No.: 022-60602489/64646430

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF TOYAM INDUSTRIES LIMITED WILL BE HELD ON TUESDAY, 26TH SEPTEMBER, 2017 AT 02:00 P.M. AT KIL SPORTS CAFE, COTTEGE NO. 17, ARAMNAGAR PART 1, J.P. ROAD, VERSOVA, ANDHERI (WEST), MUMBAI (MH)-400061, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2017 and the reports of the Board of Director's and the Auditor's thereon.
2. To appoint a director in place of Mr. Tejas Vinodrai Hingu (DIN: 06936684) who retires by rotation and being eligible offers himself for re-appointment.
3. **Re-appointment of M/s R. Soni & Co., Chartered Accountant (FRN: 130349W) as Statutory Auditor for the Financial Year 2017-18**

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

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s R. Soni & Co., Chartered Accountants (FRN: 130349W), be and are hereby re-appointed as the Statutory Auditors of the

Company to hold office from the conclusion of this 32nd Annual General Meeting to the conclusion of 33rd Annual General Meeting and that the Board of Directors be and are hereby authorized to fix remuneration in consultation with auditors.”

SPECIAL BUSINESS

4. **Determination of fee for delivery of any documents through a particular mode to a member**

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 Section 20(2) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby given to the Board of Directors of the Company (the 'Board' which term shall include its Committee(s) constituted / to be constituted by it to exercise its powers including the powers conferred by this resolution) to levy amount of Rs. 25/- (Rupees Twenty Five Only) per such document as a fee to member to enable recovery of expenses incurred by the Company



towards complying with such request for delivery of any documents through a particular mode;

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

5. Regularisation of Mr. William Joseph Daly (DIN: 07842070) as Executive 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** Mr. William Joseph Daly (DIN: 07842070), who was appointed as an Additional Director by the Board of Directors at its meeting held on 19th June, 2017, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under section 160 of the Companies Act, 2013 proposing his candidature for directorship of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do needful to give effect to this resolution.”

6. Regularisation of Mr. Sajjad Rajabali Jaffer (DIN: 07842072) as Executive 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** Mr. Sajjad Rajabali Jaffer (DIN: 07842072), who was appointed as an Additional Director by the Board of Directors at its meeting held on 19th June, 2017, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under section 160 of the Companies Act, 2013 proposing his candidature for directorship of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do needful to give effect to this resolution.”

7. Appointment of Mr. Mayank Kathed (DIN:07742376) as Non Executive Independent Director

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 and any other applicable provisions, if any, 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) read with Schedule IV to the Companies Act, 2013 and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Mayank Kathed (DIN: 07742367) who was appointed as an additional director of the Company by the Board of Directors with effect from 06th March, 2017, in terms of section 161(1) of the Companies Act, 2013 and whose term of office expires at the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing the candidature of Mr. Mayank Kathed (DIN: 07742376) for the office of director, be and is hereby appointed as an Independent Director of the Company for 5 consecutive years i.e. from 6th March, 2017 to 05th March, 2022 with the period of office not liable to retire by rotation.”

8. Appointment of Mr. Kailash Tilkoo Yadav (DIN:00628363) as Non Executive Independent Director

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 and any other applicable provisions, if any, 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) read with Schedule IV to the Companies Act, 2013 and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Kailash Tilkoo Yadav (DIN: 00628363) who was appointed as an additional director of the Company by the Board of Directors with effect from 28th April, 2017, in terms of section 161(1) of the Companies Act, 2013 and whose term of office expires at the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing the candidature of Mr. Kailash Tilkoo Yadav (DIN: 00628363) for the office of director, be and is hereby appointed as an Independent Director of the Company for 5 consecutive years i.e. from 28th April, 2017 to 27th April, 2022 with the period of office not liable to retire by rotation;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do needful to give effect to this resolution.”

9. Appointment of Ms. Chandni Ishwerlal Solanki (DIN:07873950) as Non Executive Independent Director

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 and any other applicable provisions, if any, 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) read with Schedule IV to the Companies Act, 2013 and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Ms. Chandni Ishwerlal Solanki (DIN: 07873950) who was appointed as an additional director of the Company by the Board of Directors with effect from

24th August, 2017, in terms of section 161(1) of the Companies Act, 2013 and whose term of office expires at the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing the candidature of Ms. Chandni Ishwerlal Solanki (DIN: 07873950) for the office of director, be and is hereby appointed as an Independent Director of the Company for 5 consecutive years i.e. from 24th August, 2017 to 23rd August, 2022 with the period of office not liable to retire by rotation;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do needful to give effect to this resolution.”

10. Appointment of Mr. Mohammed Ali Budhwani Rajabali (DIN: 01976253) as Executive Chairman and Managing 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 recommendation of the Board Governance, Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Mohammed Ali Budhwani Rajabali (DIN: 01976253), as Executive Chairman and Managing Director (designated as “Executive Chairman”) of the Company with effect from 28th April, 2017 to 27th April, 2022, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Mohammed

Ali Budhwani Rajabali;

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.”

11. Insertion of Article 121A in Articles of Association of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act, 2013 and any rules framed there under and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, the existing Articles of Association of the Company be altered as set out below:

ARTICLE 121A: Rotation and Retirement of Directors:

- i. Subject to the provisions of Section 152 of the Act at every Annual General Meeting, One-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.
- ii. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall be eligible for re-election.
- iii. A Managing or Whole Time Director shall be liable to retirement by rotation. He/she shall, however, be subject to the same provisions as to resignation and removal as are applicable to the other Directors. He shall not cease to be a Managing or Whole Time Director if he/she retires rotation under the provisions of the Companies Act 2013 at any Annual General Meeting and shall be reappointed as a Director at the same meeting.

- iv. At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
- v. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a holiday, at the same time and place. If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless :-
 - (a) At the meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;
 - (b) The retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
 - (c) He is not qualified or is disqualified for appointment; A resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of the said Act;

RESOLVED FURTHER THAT the Article 121A of the Articles of Association of the Company be inserted after the article 121thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to these resolutions without being required to seek any further consent or approval of members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

12. Approval of Scheme of loan to Managing Director/Whole Time Director of the Company

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

RESOLVED THAT subject to provisions of Section 185 read with rules made thereunder and any other applicable provisions of Companies Act, 2013, if any, SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 including any statutory amendment(s) or modification(s) thereto and subject to Nomination & Remuneration Policy of the Company, the consent and approval of the members be and is hereby accorded to confirm and accept the scheme of loan to Managing Director/Whole Time Director of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is

hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans to Managing Director/whole-time director, and also to delegate all or any of the above powers to any one Director of the Company and generally to do all acts, deeds and things that maybe necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary and to do all such acts, deeds and things as may be necessary, proper, or expedient to give effect to this resolution including to modify, accept and give effect to any modifications in the terms and conditions of the matter(s) as may be required by the statutory, regulatory and other appropriate authorities.”

By order of the Board of Directors

Place: Mumbai
Date: 24/08/2017

Sd/-
Ketan Vyas
Company Secretary & Compliance officer
[M. NO.: A48942]

Toyam Industries Limited
[Formerly Ojas Asset Reconstruction Company Limited]

Registered Office:
503, Shri Krishna Building, OppLaxmi Industry,
Link Road, Andheri West, Mumbai (MH)-400053
CIN:L74110MH1985PLC285384
Website:www.toyamindustries.com
Email: csketan@toyamindustries.com; info@toyamindustries.com
Contact No.: 022-60602489/64646430

NOTE: Company has shifted its registered office vide Board Meeting dated 24/08/2017 from G-29, Sej Plaza, Near Nutan School, Marve Road, Malad (W), Mumbai-400064 to 503, Shri Krishna Building, OppLaxmi Industry, Link Road, Andheri West, Mumbai (MH)-400053.



NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM (MGT-11) IS ENCLOSED.**
2. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
4. Additional information Pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of director seeking reappointment as mentioned under item no. 5 to 10 contained in the notice of Annual General Meeting is provided hereunder. The said Director has furnished necessary content/ declarations for their appointment. Further, all the Independent Directors have affirmed that they meet the requirements specified under Regulation 16 (1) (b) SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of their position as an “Independent Director” of the Company.
5. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/representative of a member should mark on the Attendance Slip as “Proxy” or “Representative” as the case may be.
6. Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, power of attorney, change of address/name etc. to their Depository Participant only and not to the Company’s Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company’s records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.
7. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of address/ name etc. to the Company’s Registrar & Share Transfer Agent quoting their registered folio number.
8. Members desirous of having any information regarding accounts are requested to send their queries at the registered office of the Company at least seven days before the date of the meeting so that the requisite information is made available at the meeting.
9. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company electronically.
11. Relevant documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company during the office hours on all working days up to the date of the AGM.



12. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 31(1) (b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

The facility for voting through ballot paper will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given below.

The remote e-voting period commences on Tuesday, 23rd September, 2017 (10:00 A.M.) and ends on Monday, 25th September, 2017 (5:00 P.M.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 19th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Pursuant to regulation 42 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with Section 91 of the Companies Act, 2013 the Registers of Members and Share Transfer Book of the Company will be closed from Saturday, 23/09/2017 to Tuesday, 26/09/2017 (Both days Inclusive).

Annual Report for the Financial Year 2016-17 including Notice of Annual General Meeting is also available on the website of the Company i.e. www.toyamindustries.com.

Instructions and other information relating to remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder – Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN-107430" of "TOYAM INDUSTRIES LIMITED".
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with



attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to carrsoni@gmail.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of 32nd AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM) :
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday, 19th September, 2017.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 19th September, 2017., may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

A member may participate in the 32nd AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

Mr. Rajesh Soni, Chartered Accountant and Partner M/s. R. Soni & Co., Chartered Accountants (FRN:130394) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.toyamindustries.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and Metropolitan Stock Exchange of India Limited (MSEI).

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO.: 4

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 provides the mode of service of documents inter-alia to the members of the Company. Further, proviso to sub-section (2) of that Section states that where a member requests for delivery of any document through a particular mode, he shall pay such fees as may be determined by the company in its Annual General Meeting ('AGM').

Accordingly, approval of shareholders is sought, to authorize the Board of Directors to determine the fee to be charged from a member who requests delivery of any documents through a particular mode. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company, or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO.:5

Mr. William Joseph Daly (DIN: 07842070) was appointed as an Additional Director under executive category by the Board of Directors with effect from 19th June, 2017 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. William Joseph Daly (DIN: 07842070) will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Mr. William Joseph Daly (DIN: 07842070) for the office of Executive Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. William Joseph Daly (DIN: 07842070) (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. Mr. William Joseph Daly was the Chief Executive Officer of Ejadah Asset Management and a member of the Executive Board of Dubai Properties Group part of the Dubai Holding from 2004 to 2016.

He also served on the Tecom Investment & Risk Management Committee as well as non – executive member of Singania Wealth Management MENA region. Prior to this William was involved in asset management for both Goldman Sachs and JP Morgan London Office. He is the founder of Squared Investment Holding responsible for investment management services to various private sovereign offices throughout the MENA region. He established Squared Investment Holding as an international business trading platform across the EMEA & Asia Pacific regions focused on wealth management, mergers, acquisitions, joint ventures and partnerships. He has a bachelor's degree in engineering and MBA in corporate finance. The matter regarding appointment of Mr. William Joseph Daly as an Additional Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment. The resolution seeks the approval of members for the appointment of Mr. William Joseph Daly as an Executive Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. In the opinion of the Board of Directors, Mr. William Joseph Daly, the Executive Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder. The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. William Joseph Daly, to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO.:6

Mr. Sajjad Rajabali Jaffer (DIN: 07842072) was appointed as an Additional Director under executive category by the Board of Directors with effect from 19th June, 2017 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sajjad Rajabali Jaffer (DIN: 07842072) will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Mr. Sajjad Rajabali Jaffer (DIN: 07842072) for the office of Executive Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has

received from Mr. Sajjad Rajabali Jaffer (DIN: 07842072) (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. Mr. Sajjad Rajabali Jaffer (DIN: 07842072) Global Operation and Relationship Executive: successful at building high-performance executive teams, with main objective of creating long lasting relationship strategies with P&L responsibility up to \$900M. A proven visionary, with a clear sense of purpose and urgency when faced with diverse situational challenges during periods of declining sales, cost reduction, profitability or rapid growth. Skilled at establishing operational excellence within culturally diverse environments, translating conceptual models into specific growth strategies, and planning/executing multifaceted global business development campaigns designed to improve market share, gross revenue and EBITDA. Thrive on opportunities to drive people, processes and technology. Offer many years of international experience; have routinely traveled throughout the world and worked with marketing, manufacturing, call centers, outsourcing and product management teams. International projects include Germany, India, China, Malaysia, Singapore, Thailand, Philippines, UAE, East Africa, Guatemala, Middle East, Europe, Canada and England. The matter regarding appointment of Mr. Sajjad Rajabali Jaffer (DIN: 07842072) as an Additional Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment. The resolution seeks the approval of members for the appointment of Mr. Sajjad Rajabali Jaffer (DIN: 07842072) as an Executive Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. In the opinion of the Board of Directors, Mr. Sajjad Rajabali Jaffer (DIN: 07842072), the Executive Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder. The Board recommends the resolution set forth in Item no. 6 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. Sajjad Rajabali Jaffer (DIN: 07842072), to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO.:7

Mr. Mayank Kathed (DIN: 07742367) was appointed as an Additional Director (independent) by the Board of

Directors with effect from 06th March, 2017 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Mayank Kathed (DIN: 07742367) will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Mr. Mayank Kathed (DIN: 07742367) for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. Mayank Kathed (DIN: 07742367) (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Mr. Mayank Kathed, aged 26 years, has graduated from DAVV University Indore (M.P.) and an Associate Member of Institute of Chartered Accountants of India (ICAI). He is having more than 4 years of professional experience. His core area of professional experience includes Financial Reporting, Statutory Audit, and Direct Taxation. The matter regarding appointment of Mr. Mayank Kathed as an Additional Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment. The resolution seeks the approval of members for the appointment of Mr. Mayank Kathed as an Independent Director of the Company for a term of 5 consecutive years i.e. from 6th March, 2017 to 05th March, 2022 with the period of office not liable to retire by rotation, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation. In the opinion of the Board of Directors, Mr. Mayank Kathed, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. The Board recommends the resolution set forth in Item no. 7 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. Mayank Kathed (DIN: 07742367), to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO.:8

Mr. Kailash Tilkoo Yadav (DIN: 00628363) was appointed as an Additional Director (independent) by the Board of Directors with effect from 28th April, 2017 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Kailash Tilkoo Yadav (DIN: 00628363) will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Mr. Kailash Tilkoo Yadav (DIN: 00628363) for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. Kailash Tilkoo Yadav (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Mr. Kailash Tilkoo Yadav (DIN: 00628363) aged 44 years, is an Indian business magnate who is the managing director and Partner in various companies. He is a graduate in BA from Mumbai University, Mumbai, India and started his career at the age of 23 as a young Entrepreneur. He deals mainly in Trading and has a good technical knowledge, Self Confident, initiative and innovative. His ability to judge and decide quickly in the tough situations arising in the organization makes him different from ordinary people. The matter regarding appointment of Mr. Kailash Tilkoo Yadav (DIN: 00628363) as an Additional Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment. The resolution seeks the approval of members for the appointment of Mr. Kailash Tilkoo Yadav (DIN: 00628363) as an Independent Director of the Company for 5 consecutive years i.e. from 28th April, 2017 to 27th April, 2022, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation. In the opinion of the Board of Directors, Mr. Kailash Tilkoo Yadav, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. The Board recommends the resolution set forth in Item no. 8 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. Kailash Tilkoo Yadav (DIN: 00628363), to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO.:9

Ms. Chandni Ishwerlal Solanki (DIN: 07873950) was appointed as an Additional Director (independent) by the Board of Directors with effect from 24th August, 2017 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Chandni Ishwerlal Solanki (DIN: 07873950) will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Ms. Chandni Ishwerlal Solanki (DIN: 07873950) for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Ms. Chandni Ishwerlal Solanki (DIN: 07873950) (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. Ms. Chandni Ishwerlal Solanki, aged 28 years, has completed her higher studies from Dar Es Salaam, Tanzania and Computer studies from Institute of Information Technology (IIT), Tanzania. Her core are of experience includes Public relations, Staff Training, interior designing. She has also experience in the field of Corporate strategy, Major plans of Actions with good interpersonal communication skills and ability to lead the Company. The matter regarding appointment of Ms. Chandni Ishwerlal Solanki (DIN: 07873950) as an Additional Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment. The resolution seeks the approval of members for the appointment of Ms. Chandni Ishwerlal Solanki (DIN: 07873950) as an Independent Director of the Company for 5 consecutive years i.e. from 24th August, 2017 to 23rd August, 2022, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. She is not liable to retire by rotation. In the opinion of the Board

of Directors, Ms. Chandni Ishwerlal Solanki, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. The Board recommends the resolution set forth in Item no. 9 for the approval of the members.

No director, key managerial personnel or their relatives, except Ms. Chandni Ishwerlal Solanki (DIN: 07873950), to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO.:10

Mr. Mohammed Ali Budhwani Rajabali (DIN: 01976253) was appointed as an Managing Director by the Board of Directors with effect from 28th April, 2017 pursuant to Section 196 of the Companies Act, 2013. The Company has received from Mr. Mohammed Ali Budhwani Rajabali (DIN: 01976253) (i) consent in writing to act as Managing Director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013. Mr. Mohammed Ali Budhwani Rajabali aged 37 years, is a Graduate. He has vast experience in entrepreneurial leadership and business development. His areas of expertise include strategic planning and matrix management. His association brings years of professional experience to facilitate operations and maximize growth. The matter regarding appointment of Mr. Mohammed Ali Budhwani Rajabali as an Managing Director was placed before the Nomination and Remuneration Committee and it has recommended his appointment. The resolution seeks the approval of members for the appointment of Mr. Mohammed Ali Budhwani Rajabali as Executive Chairman and Managing Director of the Company for a term up to 5 years from 28th April, 2017 to 27th April, 2022 pursuant to Section 196, 197 and Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under.

The details of remuneration payable to Mr. Mohammed Ali Budhwani Rajabali and the terms and conditions of the appointment are given below:

- (a) Salary upto Rs.12,00,000/- (Rupees Twelve Lakhs Only) per annum with such increments as may be decided by the Board subject to a ceiling of Rs. 50,00,000/- (Rupees Fifty Lakhs only) per annum.

- (b) Commission: Such Remuneration by way of commission, in addition to the above salary and perquisites calculated with reference to the net profits of the Company in a particular financial year and as may be determined by the Board of Directors of the Company, subject to the overall ceilings stipulated under section 197 of the Companies Act, 2013.
- (c) Perquisites: The gross amount of salary of Managing Director is including of 40% as a various perquisites. As per mentioned list;
 - (i) Housing: The Company may provide rent free furnished residential accommodation, with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, the Executive Chairman shall be entitled to such house rent allowance as may be decided by the Board of Directors from time to time subject however to a limit of 40% of his salary.
 - (ii) Medical Re-imbusement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalisation, surgical charges, nursing charges and domiciliary charges for self and for family.
 - (iii) Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company applicable to its senior managers.
 - (iv) Club Fees: Fees of clubs, subject to a maximum of three clubs.
 - (v) Personal Accident Insurance/Group Life Insurance: Premium not to exceed subject to ceiling limit.
 - (vi) Provident Fund/Pension: Contribution to Provident Fund and Pension Fund to the extent such contributions, either singly or put together are exempt under the Income Tax Act, 1961. Contribution to Pension Fund will be paid on basic salary and commission.
 - (vii) Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act.
 - (viii) Use of Car with Driver: The Company shall provide a car with driver for business and personal use.

In addition, the Company shall also reimburse running and maintenance expenses of another car owned by, or leased/ rented to, the chairman for business and personal use.

- (ix) Telephone facility at residence: Telephone facility shall be provided at the residence. All personal long distance calls shall be billed by the Company to the Chairman.
- (x) Servant: Reimbursement of servant's salary, subject to a maximum of three servants.
- (xi) Watchman: Reimbursement of watchman's salary, subject to a maximum of two watchmen.

Other terms and conditions:

- (i) In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- (ii) "Family" means the spouse and dependent children of Mr. Mohammed Ali Budhwani Rajabali.
- (iii) Leave with full pay and allowances shall be allowed as per the Company's rules.
- (iv) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- (v) Sitting fees may be paid to the Chairman for attending the meetings of the Board of Directors or Committees thereof.
- (vi) The perquisites as listed in para (iv) above shall be valued as per the Income Tax Rules, 1962, as may be applicable.

All other existing terms and conditions for the re-appointment shall remain unchanged.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Mohammed Ali Budhwani Rajabali.

In the opinion of the Board of Directors, the Board recommends the resolution set forth in Item no. 10 for the approval of the members.

No director, key managerial personnel or their relatives, except Mr. Mohammed Ali Budhwani Rajabali ((DIN: 01976253), to whom the resolution relates, is interested or concerned in the resolution.

ITEM NO.:11

The new article with relation to Rotation and Retirement of Directors is inserted by addition of Article 121A after Article 121.

A copy of the Memorandum and Articles of Association of the Company would be available for inspection by the members at the Registered Office of the Company during normal business hours 10:00 A.M. to 06:00 P.M. on all working days up to the date of the AGM. The Board recommends the resolution set forth in Item no. 11 for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

ITEM NO.:12

Meaning and Scope of the Scheme:

This Scheme is governed by the Companies Act, 2013. Under this scheme the Company may give directly or indirectly any loan including any loan represented by a book debts to any of its Managing Director, Whole Time Director, Key Managerial Personnel, Senior Managerial Personnel and/or to any other person in whom the directors is interested or give guarantee or provide any security in connection with any loan taken by him or such other person.

Purpose and Objectives:

In compliance with applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended from time to time, Company introduces a Scheme of Loan for its Managing Director and Whole-time director(s):

- i) Purpose: For car and/or housing Loan.
- ii) Amount of loan: Upto One Crores Rupees or less.
- iii) Rate of Interest: Nil
- iv) Recovery: In not more than 250 monthly installments.

Sanction of loan will be at the sole discretion of the Management. The above mentioned policy is subject to review by the management from time to time.

The Board recommends the resolution set forth in Item no. 12 for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS -2

Name of Director	Date of Birth	Date of Appointment	Qualifications	No. of Equity shares held in the Company	List of other Companies in which directorships are held (excluding Foreign Companies & Section 8 Companies)	List of all committee of board of directors (across all companies) in which Chairmanship/membership is held (includes only Audit Committee and Shareholders'/Investors Grievance Committee)
Mr. Tejas Vinodrai Hingu (DIN: 6936684)	09/09/1986	22/12/2014	Bachelor in Commerce from Prahladrai Dalmia Lions College-Malad, Mumbai and having Master degree of Business arrangement in Finance.	NIL	Shreeji Consultancy & Capital Advisory private Limited	Member in Audit Committee and SRC of Toyam Industries Limited.
Mr. William Joseph Daly (DIN:07842070)	04/07/1964	19/06/2017	He has a bachelor's degree in engineering and MBA in corporate finance.	NIL	NIL	NIL
Mr. SajjadRajabali Jaffer (DIN:07842072)	05/06/1961	19/06/2017	He has completed his Bachelor from Tanzania.	NIL	NIL	NIL
Mr. Mayank Kathed (DIN: 7742367)	22/11/1989	06/03/2017	graduated from DAVV university Indore (M.P.) and Associate Member of Chartered Accountants of India (ICAI)	NIL	NIL	Chairman and member in Audit Committee and SRC of the Toyam Industries Limited.
Mr. Kailash Tilkoo Yadav (DIN: 0628363)	24/04/1973	28/04/2017	He has completed his Bachelor of Arts from Mumbai University.	NIL	H. K. Buttons Private Limited KamdhenuwaysInfraventures Private Limited Kamdhenu Realty Private Limited GnyInfratech India Private Limited Tattva Info Services Private Limited	NIL
Ms. Chandni Ishwerlal Solanki (DIN: 7873950)	11/02/1989	24/08/2017	She completed her higher studies from Dar Es Salaam, Tanzania and Computer studies from Institute of Information Technology (IIT), Tanzania	NIL	NIL	Member in Audit Committee and SRC of Toyam Industries Limited
Mr. Mohammed Ali Budhwani Rajabali (DIN: 1976253)	12/09/1980	28/04/2017	He has completed his Bachelor of Arts from Mumbai University.	NIL	Water Financial Services Private Limited Oneway Films Private Limited	NIL



ROUTEMAP FOR THE VENUE OF 32ND AGM



FROM CHHATRAPATI SHIVAJI INTERNATIONAL AIRPORT, MUMBAI (MH) TO KIL SPORTS CAFE, COTTEGE NO. 17, ARAMNAGAR PART 1, J.P. ROAD, VERSOVA, ANDHERI (WEST), MUMBAI (MH)-400061

Toyam Industries Limited

[Formerly Ojas Asset Reconstruction Company Limited]

Registered Office:

503, Shri Krishna Building, OppLaxmi Industry,

Link Road,Andheri West,Mumbai (MH)-400053

CIN:L74110MH1985PLC285384

Website:www.toyamindustries.com

Email: csketan@toyamindustries.com; info@toyamindustries.com

Contact No.: 022-60602489/64646430

FORM MGT-11(Proxy Form)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]



TOYAM INDUSTRIES LIMITED

CIN: L74110MH1985PLC285384

Regd. Office:503, Shri Krishna Building, Opp. Laxmi Industrial Estate, Link Road, Andheri West, Mumbai (MH)-400053

Name of Member(s):	
Registered Address:	
Email ID:	
Folio No./Client ID:	
DP ID:	

I/We, being the member (s) ofshares of the above named Company, hereby appoint:

1. Name:
Address:
Email ID.....Signature....., or failing him/her
2. Name:
Address:
Email ID.....Signature....., or failing him/her
3. Name:
Address:
Email ID.....Signature....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual general meeting of the Company, to be held on **TUESDAY, 26TH SEPTEMBER, 2017** at **02:00 P.M.** at **KIL SPORTS CAFE, COTTEGE NO. 17, ARAMNAGAR PART 1, J.P. ROAD, VERSOVA, ANDHERI (WEST), MUMBAI (MH)-400061** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Please mention number of Shares)		
		For	Against	Abstain
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2017 and the reports of the Board of Director's and the Auditor's thereon.			
2.	To appoint a director in place of Mr. Tejas Vinodrai Hingu (DIN: 06936684) who retires by rotation and being eligible offers himself for re-appointment.			
3.	Re-appointment of M/s R. Soni & Co., Chartered Accountant as Statutory Auditor for the Financial Year 2017-18.			
4.	Determination of fee for delivery of any documents through a particular mode to a member			



5.	Regularisation of Mr. William Joseph Daly (DIN: 07842070) as Executive Director of the Company			
6.	Regularisation of Mr. Sajjad Rajabali Jaffer (DIN: 07842072) as Executive Director of the Company			
7.	Appointment of Mr. Mayank Kathed (DIN:07742376) as Non Executive Independent Director			
8.	Appointment of Mr. Kailash Tilkoo Yadav (DIN: 00628363) as Non Executive Independent Director			
9.	Appointment of Ms. Chandni Ishwerlal Solanki (DIN: 07873950) as Non Executive Independent Director			
10.	Appointment of Mr. Mohammed Ali Budhwani Rajabali (DIN: 01976253) as Executive Chairman and Managing Director of the Company			
11.	Insertion of Article 121A in Articles of Association of the Company			
12.	Approval of Scheme of loan to Managing Director/Whole Time Director of the Company			

Signed this..... day of 2017

.....
Signature of Proxy Holder

.....
Signature of Shareholder(s)

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than FOURTY EIGHT (48) hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statements and Notes, please refer to the notice of the 32nd Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in the box before submission.



ATTENDANCE SLIP



TOYAM INDUSTRIES LIMITED

CIN: L74110MH1985PLC285384

Regd. Office: 503, Shri Krishna Building, Opp. Laxmi Industrial Estate, Link Road, Andheri West, Mumbai (MH)-400053

32nd Annual General Meeting – Tuesday, September 26, 2017

Regd. Folio No./ DP ID*, Client ID*	
No. of Share (s) held	

I certify that I am a member / proxy / authorized representative for the member of the Company

I/ We hereby record my/our presence at the 32nd Annual General Meeting of the Company at **KIL SPORTS CAFE, COTTEGE NO. 17, ARAMNAGAR PART 1, J.P. ROAD, VERSOVA, ANDHERI (WEST), MUMBAI (MH)-400061**, held on **TUESDAY, 26TH SEPTEMBER, 2017** at **02:00 P.M.**

.....
Name of the Member/Proxy Signature of Member/Proxy
(In Block Letters)

NOTE:

Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual report to the AGM.
