



# TOYAM INDUSTRIES LIMITED

[Formerly Ojas Asset Reconstruction Company Limited]

**Regd. Office:** 503, Shri Krishna Building, Opp. Laxmi Industrial Estate, Link Road, Andheri West, Mumbai (MH)-400053; | CIN: L74110MH1985PLC285384 | Website: [www.toyamindustries.com](http://www.toyamindustries.com); Email: [info@toyamindustries.com](mailto:info@toyamindustries.com) | Contact No.: 022-67425111

## **(01/2018-19) POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

**Dear Member(s),**

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions (along with Explanatory Statements) appended below are proposed to be passed by the members through postal ballot/electronic voting (e-voting):

### **SPECIAL BUSINESS:**

#### **ITEM NO.: 1 ALTERATION OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration, approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, Clause III of the Memorandum of Association, in relation to the main objects, be and is hereby amended and replaced to read as under:

Sub clause 1 Clause III (a) of the Memorandum of Association of the Company be and is hereby deleted and substituted for the following new clause:

To carry on in India or elsewhere the business of all kinds of sports, gaming, fitness, food and beverages, gyms, sports cafe, fashion, films or any other genre for maximizing commercial and social benefit, import export, producing, packaging, marketing all kinds of sport/fitness related merchandise, products, equipment, accessories, supplements, nutrition's, wellness medication, producing, executing, marketing, conceptualizing all formats of sports/entertainment related materials in all existing and available in future formats, including but not restricted to gaming, TV, cable, internet, mobile, radio, print etc. managing, promoting, marketing celebrities in entertainment and sports internationally as well as manufacturing, marketing, importing, exporting entertainment/sports/fitness related toys, memorabilia, products, themes, IPR concepts. and To carry on in India or elsewhere the business of industrial or otherwise utility service like mechanized housekeeping, gardening, security service, system cleaning, ETP / STP erection & maintenance, supply of manpower for machine maintenance, Plant maintenance, conservancy services, consultancy services & job work for various industrial products (manufacturing) transportation services for manpower & material and/or relating to the rendering of related services of any other business including but not restricted in the field of health services or otherwise, with government or otherwise, as the Company shall think fit and to act as marketing services assembler, buyer, seller, importers, exporters, agent, distributors, collaborator, commission agent, alter, repair, modify, let on hire, deal, market and trade, stockiest & dealers in the fields of marketing of utility & industrial, services, etc. for all applications with any government, central, state, quasigovernmental, judicial, quasi-judicial, local, foreign or public body or person or authority or with any privy individuals, Firm, association, etc directly or otherwise. and to carry on in India or elsewhere the business of manufacturer, trader, buyer, seller, reseller, dealer, producer, processor, printer, designer, distributor, importer, exporter, wholesaler, retailer, improver, job worker, agent, broker, factor, stockiest, consultant, collaborator, commission agents in all kinds of textile goods, allied products, by products and substitute for all or any of them and to treat and utilize any waste arising from any such manufacture, production or process and converters of synthetic, artificial and natural and fiber glass into materials like cloth, tapes, ropes, yarns, twines and such other articles as may be conveniently produced or manufactured including decorative hand and machine-made readymade garments and all other articles and to trade and invest in agricultural products and byproducts, homemade products and services, precious metals, stones, Jewelry and real estate activates and to trade, invest deal, manufacturing and distribution in any manner in all kinds of Commodities, Stock in trade, goods, services, shares, securities and chattels, to act as money monger, borrower, advisor, consultant in such manner as the Company shall think fit and to engage in dissemination of information in all aspects of businesses, organizations and industries in India and to advice upon the means and methods for extending and developing system or processes relating to production, storage, distribution, marketing and securing of orders for sale of goods in India and abroad and/or relating to the rendering of services of any other business as the Company shall think fit

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board", which term shall include any of its duly authorized Committees or one or more Directors) of the Company be and are hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the Registrar of Companies, Mumbai in order to give effect to the above resolution."

**By order of the Board of Directors**

**Place: Mumbai**  
**Date: 30/05/2018**

**Sd/-**  
**Ketan Vyas**  
**Company Secretary**

### **Toyam Industries Limited**

**Registered Office:** 503, Shri Krishna Building, Opp. Laxmi Industrial Estate, Link Road, Andheri West, Mumbai (MH)-400053  
CIN: L74110MH1985PLC285384  
Website: [www.toyamindustries.com](http://www.toyamindustries.com);  
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## **ANNEXURE TO THE NOTICE OF (01/2018-19) POSTAL BALLOT**

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

#### **ITEM NO.: 1**

The Members are hereby informed that the current main Object Clause of the Memorandum of Association of the Company (MOA) covers all the activities carried on by the Company but in order to diversify the business of industrial or otherwise utility service like mechanized housekeeping, gardening, security service, system cleaning, ETP / STP erection & maintenance, supply of manpower for machine maintenance, Plant maintenance, conservancy services, consultancy services & job work for various industrial products (manufacturing) transportation services for manpower & material and/or relating to the rendering of related services of any other business including but not restricted in the field of health services or otherwise, with government or otherwise, as the Company shall think fit and to act as marketing services assembler, buyer, seller, importers, exporters, agent, distributors, collaborator, commission agent, alter, repair, modify, let on hire, deal, market and trade, stockiest & dealers in the fields of marketing of utility & industrial, services, etc. for all applications with any government, central, state, quasigovernmental, judicial, quasi-judicial, local, foreign or public body or person or authority or with any privy individuals, Firm, association, etc directly or otherwise into certain new business ventures, your directors are considering various proposals for diversifying the company's activities into other activities as mentioned in the resolution.

The alteration in the Objects Clause of the memorandum of association as set out in the resolution is to facilitate diversification. This will enable the Company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company. This will also enlarge the area of operations of the Company.

Pursuant to section 13 of the Act, the above said proposal requires consent of the members by way of special resolution.

None of the directors or the Key Managerial persons of your Company and their relatives are concerned or interested financially or otherwise in this resolution.

#### **NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and the reasons for the proposal is annexed hereto.
2. The Board has appointed Mr. Pankaj Trivedi, Practicing Company Secretary (M.NO.: 30512; CP NO.: 15301), to act as the Scrutinizers for conducting the Postal Ballot / E-voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, 01/06/2018. Accordingly the members, whose names appear on the Register of members/ List of Beneficial Owners as received from NSDL and CDSL as on Friday, 01/06/2018 will be considered for the purpose of voting.
4. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during business hours i.e. 10.00 A.M. to 5.00 P.M. (IST) on all working days from the date of dispatch of the Notice till the last date for receipt of votes by Postal Ballot/E-voting that is, Monday, 09/07/2018.
5. In accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rules 18, 20 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent to all the shareholders whose e-mail are not registered with the Company's Registrar and Transfer Agent through Courier/Registered Post/Speed Post or any other permissible means and by e-mail to those members who have registered their e-mail address with the Company's Registrar and Transfer Agent (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form).
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its members as an alternate mode to exercise their right to vote and has engaged the services of National Securities Depository Limited as the authorized agency to provide e-voting facility. Instructions to be followed for voting through electronic means are annexed to the notice. Please note that e-voting is optional. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase members' participation in the decision-making process.
7. Kindly note that the members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical Postal Ballot and vice versa. However, in case members cast their votes through both the modes, then voting done through e-voting shall prevail and voting done by physical Postal Ballot will be treated as invalid.
8. In case a member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the member may write to the Company or send an e-mail to [info@toyamindustries.com](mailto:info@toyamindustries.com). The Company/its Registrar and Transfer Agent shall forward the same along with prepaid postage self-addressed Business Reply Envelope to the member.

9. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) regional newspaper, each having wide circulation in Maharashtra, where the registered office of the Company is situated.
10. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, 01/06/2018. A person who is not a member on the relevant date should treat this notice for information purpose only.
11. Voting rights in the Postal Ballot cannot be exercised by proxy.
12. In case the shares are jointly held, the Postal Ballot form should be completed and signed by the first named member and in his/her absence, by the next named member.
13. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory(ies).
14. **Instructions for Voting:**

#### **A. Voting through Physical Postal Ballot Form**

A member desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed on the back side of Postal Ballot Form and return the form duly completed with assent (for) or dissent (against) with signed, in the enclosed self-addressed prepaid postage Business Reply Envelope to the Scrutinizer/Company at 503, Shri Krishna Complex, Opp. Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai (MH)-400053, so that it reaches the Company/Scrutinizer not later than the close of working hours (i.e. 05:00 P.M.) on Monday, 09/07/2018. Postal Ballot Forms received after 05:00 P.M. Monday, 09/07/2018, shall be deemed invalid.

#### **B. Voting through electronic means**

In compliance with the Regulation 44 of SEBI (LODR) Regulations, 2015, provisions of Section 110 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, Toyam Industries Limited ("the Company") is pleased to offer e-voting facility as an alternate to the postal ballot to all the shareholders of the Company.

For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically instead of dispatching duly filled postal ballot forms. E-voting is optional.

The e-voting period commences on Sunday, 10/06/2018, 09:00 A.M. (IST) and ends on Monday, 09/07/2018, 05:00 P.M. (IST). During the period, members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date i.e. Friday, 01/06/2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he or she will not be allowed to change it.

#### **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. Open internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - iii. Click on Shareholder – Login
  - iv. Type user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - v. On Login, 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. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
  - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - vii. Select "**EVEN-108412**" 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 [pankajtrivedicsllb@gmail.com](mailto:pankajtrivedicsllb@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of postal ballot [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 Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution :
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- C. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- D. 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).

15. The scrutinizer will submit his Report to Chairman or Executive Director after completion of the Scrutiny and the results of the voting by Postal Ballot will be announced by the Chairman or Executive Director on or before Wednesday, 11/07/2018 and will also be displayed on the Company website ([www.toyamindustries.com](http://www.toyamindustries.com)) and communicated to the Stock Exchanges (BSE Limited and Metropolitan Stock Exchange of India Limited), Depository, the Registrar and Share Transfer Agent on or before Wednesday, 11/07/2018.
16. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Monday, 09/07/2018 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting. All the material documents referred to in the statement setting out material facts annexed thereto will be available for inspection at the registered office of the Company during office hours on all working days from the dispatch until the last date of receipt of votes by postal ballot/e-voting.

**By order of the Board of Directors**

**Sd/-**

**Ketan Vyas**

**Company Secretary**

**Place: Mumbai**  
**Date: 30/05/2018**

**Toyam Industries Limited**

**Registered Office:** 503, Shri Krishna Building, Opp. Laxmi Industrial Estate,

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

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## POSTAL BALLOT FORM

Serial No.: \_\_\_\_\_

Sr. No.	Particulars	Details
1	Name and Registered address of the sole/ First Shareholder (IN BLOCK LETTERS)	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No. / *DP ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Number of Equity shares held	
5	PAN	

I/We, hereby exercise my/our vote in respect of the following Ordinary/Special resolutions to be passed through Postal Ballot, for the business stated in Postal Ballot Notice, by sending my/our assent (FOR) or dissent (AGAINST) to the said resolutions by placing the tick mark (√) at the appropriate Box below:

Item No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	Alteration of object clause of Memorandum of Association (MOA) of the Company			

Place:

Date:

\_\_\_\_\_  
(Signature of Shareholder/Authorized Representative)

**Note:** Please read the instructions given overleaf carefully before exercising your vote.

For those opting to vote through electronic means instead of voting by the above postal ballot, facility is available at web link: <https://www.evoting.nsdl.com/>

### ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD
108412		

The facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of e-voting	End of E-voting
Sunday, 10/06/2018 at 09:00 A.M. (IST)	Monday, 09/07/2018 at 05:00 P.M. (IST)

Note:

- The facility of voting through electronic means will be disabled for voting by National Securities Depository Limited upon expiry of the aforesaid voting period.
- Last date of receipt of Postal Ballot Forms by Company is Monday, 09/07/2018, 05:00 P.M. (IST).

## **INSTRUCTIONS:**

- i. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy of the form will be permitted) in all respects and send it to the Company/Scrutinizer at 503, Shri Krishna Complex, Opp. Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai (MH)-400053, in the enclosed self-addressed pre-paid postage Business Reply Envelope. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted.
- ii. Alternatively, a member may vote through electronic mode as per the instructions for voting through electronic means provided in the postal ballot notice sent herewith.
- iii. The Company has Appointed Mr. Pankaj Trivedi, Practicing Company Secretaries, Mumbai, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- iv. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.
- v. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant certified true copy of Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory(ies).
- vi. There will be only one Postal Ballot Form for every Registered Folio No. / Client ID No. / DP ID No. irrespective of the number of joint members.
- vii. The Postal Ballot/e-voting shall not be exercised by a proxy.
- viii. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
- ix. A Member need not use all his/ her votes nor cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, 01/06/2018.
- x. Duly completed and signed Postal Ballot Form should reach the Company on or before the close of working hours i.e. 5:00 P.M. (IST) on Monday, 09/07/2018. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
- xi. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer before the close of working hours i.e. 5:00 P.M. (IST) on Monday 09/07/2018.
- xii. Member(s) are requested not to send any other paper along with the Postal Ballot Form, other than as required, in the enclosed Envelope as such Envelopes will be sent to the company and any extraneous paper found in such Envelope would be destroyed and the Company would not be able to act on the same.
- xiii. The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated 30/05/2018.
- xiv. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
- xv. The results of the Postal Ballot shall be declared on or before Wednesday, 11/07/2018. The resolution if approved by the requisite majority, shall be deemed to be passed under the relevant provisions of the Companies Act, 2013 and Rules made thereunder, on the last date of voting i.e. 09/07/2018.
- xvi. Additionally, please note that the Postal Ballot Forms shall be considered invalid if:
  - (a) A form other than one issued by the Company has been used;
  - (b) It is not possible to determine without any doubt the assent or dissent of the member;
  - (c) Neither assent or dissent is mentioned;
  - (d) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
  - (e) It is defaced or mutilated in such a way that its identity as genuine form cannot be established;
  - (f) The member has made any amendment to the Resolution or imposed any condition while exercising his vote.