



Toyam Industries Limited

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;

Email: info@toyamindustries.com | Contact No.: 022-67425111

NOTICE IS HEREBY GIVEN THAT 01/2019-2020 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF TOYAM INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY, 31ST DAY OF JULY, 2019 AT 11.00 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 503, SHRI KRISHNA COMPLEX, OPP. LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD MUMBAI - 400053 TO TRANSACT THE FOLLOWING BUSINESS:-

SPECIAL BUSINESS:-

1. INCREASE IN AUTHORISED SHARE CAPITAL

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 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 21,25,00,000/- (Rupees Twenty One Crores Twenty Five Lakhs Only) divided into 21,25,00,000 (Twenty One Crores Twenty Five Lakhs) Equity Shares of Rs. 1/- each to Rs. 45,00,00,000/- (Rupees Forty Five Crores Only) divided into 45,00,00,000 (Forty Five Crores) Equity Shares of Rs. 1/- each by creation of additional 23,75,00,000 (Twenty Three Crores Seventy Five Lakhs) Equity Shares of Rs. 1/- each ranking paripassu in all respect with the existing Equity Shares of the Company.

“**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be altered in the following manner i.e. existing Clause V of the Memorandum of Association be deleted and the same be substituted with the following new clause as Clause V:”

V. The Authorized Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty Five Crore only) divided into 45,00,00,000 (Forty Five Crore) Equity Shares of Rs. 1/- (Rupees One only) each

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “the Act”) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, [hereinafter referred to as “SEBI (ICDR) Regulations”], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), and in accordance with all other applicable rules, regulations,

guidelines and clarifications issued thereon from time to time by The Securities and Exchange Board of India ("SEBI"), Government of India ("GOI") or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of Bombay Stock Exchange & Metropolitan Stock Exchange of India Ltd or any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, the consent of the Company be and is hereby accorded to the Board (which term shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more its power, including the powers conferred hereunder) to create, offer, issue and allot, on preferential basis, in one or more tranches, 16,73,00,000 (Sixteen Crores Seventy Three Lakhs) convertible Warrants of Rs. 5/- each (including premium of Rs. 4/- each) and aggregating to Rs.83,65,00,000/- (Rupees Eighty Three Crores Sixty Five Lakhs) to Individuals and Entities/Companies other than Promoters and Promoter Group of the Company (hereinafter referred to as the "Proposed Allottees/Warrant holder") as more particularly mentioned in the explanatory statement setting out material facts, entitling the warrant holders to exercise option to convert and get allotted one equity share of face value of Rs. 1/- (Rupees One Only) each fully paid-up against each warrant within 18 (eighteen) months from the date of allotment of warrants, in such manner and at a price of Rs. 5/- (Rupees Five Only) per share arrived at in accordance with SEBI (ICDR) Regulations and on such other terms and conditions, as the Board may, in its absolute discretion, think fit

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The "Relevant Date" pursuant to Regulation 161 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Warrants, is Sunday, 30th June, 2019, which is a date 30 days prior to the date of Extra Ordinary General Meeting.
- b) The price of each equity share to be issued in lieu of the warrants shall be Rs. 5/- (including premium of Rs. 4/- each) per share as calculated in accordance with the provisions of Regulation 164(1) of Chapter V of the SEBI (ICDR) Regulations, 2018.
- c) Warrant subscription price equivalent to 25% of the issue price of the Warrants will be payable at the time of subscription to the Warrants, as prescribed by the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Warrants/Equity Shares. Warrant exercise price equivalent to the 75% of the issue price of the Warrant shall be payable by the Warrant holder(s) at the time of conversion of the Warrant.
- d) The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- e) The issue of the Warrants as well as Equity Shares arising from the conversion of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- f) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- g) The Equity shares issued and allotted on conversion thereof shall be subject to lock-in for a period of 1 year from the date of allotment as specified under the SEBI ICDR Regulations relating to preferential issue.
- h) The said Warrants by itself until exercise of conversion option and equity shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or equity shares as aforesaid

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to issue proposed Preferential offer letter to the proposed allottees and take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable including filing of necessary documents, intimations including E-Forms with Regulatory Authorities in accordance with applicable laws and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilisation of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Committee of Directors or employee or officer of the Company, as it may consider appropriate, to give effect to the aforesaid resolution

3. APPROVAL OF EMPLOYEE STOCK OPTION PLAN

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

“RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with Rule 12 Companies (Share Capital and Debentures) Rules, 2014 made thereunder (including any statutory amendment, modification or re-enactment to the Act or the Guidelines, for the time being in force), the provisions of the articles of association of the Company and subject to provisions of other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company (“hereinafter referred to as the **“Board”**” which term shall be deemed to include any Committee thereof, including Nomination and Remuneration Committee (**“NRC”**”) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), to approve the Toyam Employee Stock Option Scheme, 2019 and to create, offer, issue and allot in one or more tranches under the said issue, at any time to or for the benefit of employees and directors (excluding Independent Director) of the Company, such number of stock options which could give rise to the issue of equity shares (hereinafter collectively referred to as **“Securities”**) of the Company 2,08,00,000 Equity Shares at the face value of Rs. 1/- each amounting of Rs. 2,08,00,000/- (Rupees Two Crores Eight Lakhs Only) to the eligible employees of the Company pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014, at such price and on such terms and conditions as may be fixed or determined by the Board of Directors and other applicable provisions of any law as may be prevailing at that time.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in lieu of the vested options in the manner provided in Toyam ESOP 2019 shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforementioned resolutions, any of the Directors of the Company or the Company Secretary be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things and to take all such steps and do all such things and give all such directions as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities in accordance with applicable laws and to take all steps which are incidental and ancillary including inter-alia to address queries which may arise in connection with Toyam ESOP 2019 and/or settle any questions, difficulties or doubts that may arise in this regard at any stage in connection with Toyam ESOP 2019.

4. GRANT OF STOCK OPTIONS 1% OR MORE OF THE ISSUED SHARE CAPITAL OF THE COMPANY

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

“RESOLVED THAT as per the provisions of Section 62 of Companies Act 2013 read with the Rule 12 of The Companies (Share Capital and Debenture) Rules, 2014 made thereunder (including any statutory amendment, modification or re-enactment to the Act or the Guidelines, for the time being in force) the provisions of the articles of association of the Company and subject to provisions of approvals, permissions, consents and sanctions of Bombay Stock Exchange & Metropolitan Stock Exchange of India Ltd or any authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company (“hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, including Nomination and Remuneration Committee (“NRC”) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), to grant stock options under the Toyam ESOP 2019 1% (one percent) or more of the issued share capital of the Company to the following employee:

Name and Designation of Eligible Employee	Number of Options to be granted
Mr. Mohamed Ali Budhwani Managing Director	2,00,00,000 (9.4% of the current issued share capital of the Company)

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in lieu of the vested options in the manner provided in Toyam ESOP 2019 shall rank pari passu in all respects with the then existing equity shares of the Company

RESOLVED FURTHER THAT for the purpose of giving effect to the aforementioned resolutions, any of the Directors of the Company or the Company Secretary be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things and to take all such steps and do all such things and give all such directions as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities in accordance with applicable laws and to take all steps which are incidental and ancillary including inter-alia to address queries which may arise in connection with Toyam ESOP 2019 and/or settle any questions, difficulties or doubts that may arise in this regard at any stage in connection with Toyam ESOP 2019.”

**By order of the Board of Directors,
Toyam Industries Limited**

Sd/-

**Mohamed Ali Rajabali Budhwani
Managing Director**

DIN: 01976253

**Registered Office : 503, Shree krishna building,
Opp. Laxmi Industrial Estate,
New Link Road, Andheri (w) Mumbai(MH)- 400053**

Date : 01/07/2019

Place : Mumbai

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses as set out in the Notice of Extraordinary General Meeting (“EGM Notice”) is annexed hereto and forms part of the EGM Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The form of proxy to be valid should be duly completed, stamped and signed and must be deposited with the Company at least 48 hours before the time scheduled for the Meeting.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

4. Members are requested to register the changes, from time to time, in their email-address with the Company to enable the Company to service various notice(s), reports, documents, etc. in the electronic mode.
5. Corporate Members intending to send their authorised representative(s) to attend the Extraordinary General Meeting are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote on their behalf at the Extraordinary General Meeting pursuant to the provisions of Section 113 of the Companies Act, 2013.
6. All relevant documents referred to in the EGM Notice and the Explanatory Statement will be available for inspection by the Members at the Registered & Corporate Office of the Company during normal business hours on all working days (except Saturday(s), Sunday(s) and Public Holiday(s) up to the date of the Extraordinary General Meeting and during the continuance of the Extraordinary General Meeting.
7. Members / Proxies / Authorised Representative(s) of the Corporate Members are requested to bring the Attendance Slip duly filled in.
8. EGM Notice along with the Attendance Slip and Proxy Form is being sent by electronic mail to all the Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same.
9. 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.
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 Wednesday, 24/07/2019. A person who is not a member on the relevant date should treat this notice for information purpose only.

11. 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 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.

1. The e-voting period commences on Sunday, 28/07/2019, 09:00 A.M. (IST) and ends on Tuesday, 30/07/2019, 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 Cut off date i.e. Wednesday, 24/07/2019, 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 Participant(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.nsd.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-110997" 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, NR 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 csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 30/07/2019 i.e. the last date specified for receipt of duly completed 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 e-voting.

**By order of the Board of Directors,
Toyam Industries Limited**

**Sd/-
Mohamed Ali Rajabali Budhwani
Managing Director
DIN: 01976253
Registered Office : 503, Shree krishna building,
Opp. Laxmi Industrial Estate,
New Link Road, Andheri (w) Mumbai (MH)- 400053**

Date : 01/07/2019

Place : Mumbai

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

ITEM NO. 1. Increase in Authorized Share Capital

The Company is proposing to Issue convertible warrants of 16,73,00,000 (Sixteen Crores Seventy Three Lakhs) and ESOP 2,08,00,000 (Two Crores Eight Lakhs) under the approved scheme of Toyam ESOP 2019. The present Authorised Capital of the Company is Rs. 21,25,00,000 (Rupees Twenty One Crores Twenty Five Lakhs) divided into 21,25,00,000 (Twenty One Crores Twenty Five Lakhs) Equity Shares of Rs.1/- each.

Considering the requirements of issue of Convertible Warrants and ESOP, it is therefore considered necessary to increase the Authorised Share Capital of the Company from present 21,25,00,000 (Twenty One Crores Twenty Five Lakhs) Equity Shares of Rs.1/- each to Rs. 45,00,00,000/- (Rupees Forty Five Crores Only) divided into 45,00,00,000 (Forty Five Crores) Equity Shares of Rs. 1/- each by creation of additional 23,75,00,000 (Twenty Three Crores Seventy Five Lakhs) Equity Shares of Rs. 1/- each.

The proposed increase in Authorised Share Capital requires the approval of Members in General Meeting. Consequent upon increase in Authorised Share Capital, the Memorandum of Association and Articles of Association of the Company will require alteration so as to reflect the increased Authorised Share Capital. The proposed Resolution is in the interest of the Company and your Directors recommend the same for your approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

ITEM NO. 2. Issue of Warrants on Preferential Basis

The Board of Directors in their meeting held on 1st July, 2019 subject to necessary approval(s), has approved the proposal for raising funds and for that to issue and allot 16,73,00,000 (Sixteen Crores Seventy Three Lakhs) convertible Warrants of Rs.5/- per convertible warrant (including premium of Rs.4/- each) aggregating to Rs.83,65,00,000/- (Rupees Eighty Three Crores Sixty Five Lakhs) as per SEBI (ICDR) Regulations, 2018 to Individuals and Entities/Companies other than Promoter and Promoter Group of the Company on Preferential basis as mentioned on point no 9 below.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. Objects of the Preferential Issue:

The proceeds of the preferential issue of Warrants will be used by the Company as long term and short term resources for its business purposes, general corporate purposes and for any other purpose as approved by the Board.

2. The total number of securities to be issued:

The Board intends to offer, issue and allot 16,73,00,000 (Sixteen Crores Seventy Three Lakhs) convertible warrants to Individuals and Entities/Companies other than Promoter and Promoter Group of the Company on Preferential basis at issue price of Rs. 5/- per convertible warrant (including premium of Rs. 4/- each) amounting to Rs. 83,65,00,000/- (Rupees Eighty Three Crores Sixty Five Lakhs) as per SEBI (ICDR) Regulations, 2018 as amended from time to time.

3. Pricing of preferential issue:

The price of each equity share to be issued in lieu of Warrants is fixed at Rs. 5/- (Rupees Five Only) per share including premium of Rs. 4/- (Rupees Four Only) per share as determined in terms of Regulation 164(1) of Chapter V of the SEBI (ICDR) Regulations on the basis of the Relevant Date. Further, the Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so.

4. Basis on which price has been arrived at along with report of the registered valuer:

The Company is listed on Bombay Stock Exchange (BSE) and Metropolitan Stock Exchange of India Ltd and the equity shares of the Company are traded in accordance with Regulation 164(1) of the ICDR Regulations.

The price has been determined on the basis of the quotes available on the Bombay Stock Exchange (BSE) having highest trading volume during the preceding twenty six weeks or preceding two weeks prior to the relevant date.

5. The proposal / intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Offer:

The Promoter/ Directors or Key managerial Personnel do not intend to subscribe to this preferential issue offer. The preferential issue of warrants is being made to Individuals and Entities/Companies other than Promoter and Promoter Group of the Company as more particularly set out at point No. 9 below.

6. Relevant date with reference to which the price has been arrived at:

The "Relevant Date" in terms of Regulation 161 of the SEBI (ICDR) Regulations for determination of minimum price is Sunday, 30th June, 2019, being a date which is 30 (Thirty) days prior to the date of proposed Extra Ordinary General Meeting which is 31st July, 2019 to approve the proposed preferential issue.

7. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Individuals and Entities/Companies other than Promoter and Promoter Group of the Company as mentioned at point no.9 below.

8. Shareholding Pattern before and after the Preferential Issue:

S. No	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Equity Shares	Percentage of Shareholdings	No. of Equity Shares	Percentage of Shareholdings
A.	Shareholding of Promoter & Promoter Group				
1.	Indian:				
a.	Individual/HUF	1,00,00,000	4.71	1,00,00,000	2.63
b.	Bodies Corporate	-	-	-	-
	Sub-Total (A1)				
2.	Foreign				
a.	Individuals (Non-Resident Individuals)	-	-	-	-
b.	Foreign Portfolio Investors	-	-	-	-
c.	Foreign Body	-	-	-	-
	Sub-Total (A2)	-	-	-	-
	Shareholding of Promoter & Promoter Group (A)=(A1+A2)	1,00,00,000	4.71	1,00,00,000	2.63
B.	Public Shareholding	20,24,90,000	95.29	36,97,90,000	97.37
1.	Institutions:				
	Mutual Funds	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Financial Institutions / Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Sub-Total (B1)	-	-	-	-
2.	Non-Institutions				
a.	Individuals				
	NBFCs registered with RBI	-	-	-	-
b.	Any Other:				
i.	Corporate Body				
	Foreign Venture Capital Fund	-	-	-	-

	Foreign Nationals	-	-		
	NRI				
	Trust	-	-	-	-
	Sub-Total (B2)				
	Total Public Shareholding (B)=(B1+B2)	20,24,90,000	95.29	36,97,90,000	97.37
C.	Shares held by custodians and against which Depository Receipts have been issued	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	21,24,90,000	100.00	37,97,90,000	100.00

9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

S No	Name of Allottee	PAN	Category	Identity of Person/ Beneficial Owner	Pre-Issue Equity Holding	No. of Warrant to be allotted	% of holding	Post Issue Equity Holding (After exercise of Warrants)	% of holding
1	Namarata Shubhro Maity	AIDPA 1745P	Non-promoter (Individual)	Namarata Shubhro Maity	-	1,00,000	-	1,00,000	0.05
2	Sayantana Maity	ARKP M5492 K	Non-promoter (Individual)	Sayantana Maity	-	1,00,000	-	1,00,000	0.05
3	Laik Ahmad	EKLPS 3627G	Non-promoter (Individual)	Laik Ahmad	-	1,00,000	-	1,00,000	0.05
4	Vijay A Bansode	AJDPA 7513M	Non-promoter (Individual)	Vijay A Bansode	-	1,00,000	-	1,00,000	0.05
5	Chandrakant Bhikhaji Govalkar	AJEPG 6851C	Non-promoter (Individual)	Chandrakant Bhikhaji Govalkar	-	1,00,000	-	1,00,000	0.05
6	Shibalal Jivlal Rai	AUFPR 1903E	Non-promoter (Individual)	Shibalal Jivlal Rai	-	1,00,000	-	1,00,000	0.05
7	Rajaram Mandal	BQMP M2477 A	Non-promoter (Individual)	Rajaram Mandal	-	1,00,000	-	1,00,000	0.05
8	Ramesh Chandra Yadav	AEHPY 9722N	Non-promoter (Individual)	Ramesh Chandra Yadav	-	1,00,000	-	1,00,000	0.05
9	Shakeel Shaikh Hashmi	ADQP H3166 D	Non-promoter (Individual)	Shakeel Shaikh Hashmi	-	2,00,000	-	2,00,000	0.09
10	Nagma Mistry	AIEPM 7016L	Non-promoter (Individual)	Nagma Mistry	-	2,00,000	-	2,00,000	0.09
11	Zulfiquar Ghadiyali	ANHP G8196R	Non-promoter (Individual)	Zulfiquar Ghadiyali	-	5,00,000	-	5,00,000	0.24
12	Gulam Rasul Shaikh	BEYPS 2404B	Non-promoter (Individual)	Gulam Rasul Shaikh	-	5,00,000	-	5,00,000	0.24
13	Shagufta Ali	CZWP	Non-	Shagufta Ali	-	5,00,000	-	5,00,000	0.24

	Rizvi	R6137G	promoter (Individual)	Rizvi	-		-		
14	Ankita Makarand Apte	ADHP A3269 K	Non- promoter (Individual)	Ankita Makarand Apte	-	10,00,000	-	10,00,000	0.47
15	Rushida Rahul Mehta	APNP M0869 D	Non- promoter (Individual)	Rushida Rahul Mehta	-	10,00,000	-	10,00,000	0.47
16	Sunil Kumar Alagh	ACTPA 7811L	Non- promoter (Individual)	Sunil Kumar Alagh	-	10,00,000	-	10,00,000	0.47
17	Megha Chirag Darji	AGGPC 3999Q	Non- promoter (Individual)	Megha Chirag Darji	-	10,00,000	-	10,00,000	0.47
18	Pankaj Devihal Sharma	CNYPS 8620R	Non- promoter (Individual)	Pankaj Devihal Sharma	-	15,00,000	-	15,00,000	0.71
19	Nilesh Subhash Anand	AGVP A1237 G	Non- promoter (Individual)	Nilesh Subhash Anand	-	20,00,000	-	20,00,000	0.94
20	Rahil Ramzanali Manzi	ALKP M7879 E	Non- promoter (Individual)	Rahil Ramzanali Manzi	-	21,00,000	-	21,00,000	0.99
21	Sanjay Bane	AGLPB 608B	Non- promoter (Individual)	Sanjay Bane	-	25,00,000	-	25,00,000	1.18
22	Vaishali Jignesh Kanakia	AGPPK 1927K	Non- promoter (Individual)	Vaishali Jignesh Kanakia	-	25,00,000	-	25,00,000	1.18
23	Meghna Kaustubh Kulkarni	CHJPK 9280L	Non- promoter (Individual)	Meghna Kaustubh Kulkarni	-	25,00,000	-	25,00,000	1.18
24	Kaustubh Bal Chandra Kulkarni	AIYPK 6816G	Non- promoter (Individual)	Kaustubh Bal Chandra Kulkarni	-	25,00,000	-	25,00,000	1.18
25	Imran Akbar Ali Virani	AIHPV 2761L	Non- promoter (Individual)	Imran Akbar Ali Virani	-	35,00,000	-	35,00,000	1.65
26	Zehra Imran Virani	AIHPV 2762K	Non- promoter (Individual)	Zehra Imran Virani	-	40,00,000	-	40,00,000	1.88
27	Kausar Batliwala	ALFPB 8654B	Non- promoter (Individual)	Kausar Batliwala	-	50,00,000	-	50,00,000	2.35
28	Ali Saeed Rizvi	BFIPR9 995D	Non- promoter (Individual)	Ali Saeed Rizvi	-	50,00,000	-	50,00,000	2.35
29	Kailash Tilkoo Yadav	AASPY 5479R	Non- promoter (Individual)	Kailash Tilkoo Yadav	-	75,00,000	-	75,00,000	3.53
30	Arum Real Estate Pvt. Ltd.	AAMC A4269J	Non- promoter (Body Corporate)	Anand Pandit on behalf of Arum Real Estate Pvt. Ltd.	-	1,00,00,000	-	1,00,00,000	4.71
31	Kamal Value Reality India Pvt. Ltd.	AACC K6824 D	Non- promoter (Body)	Anand Pandit on behalf of	-	1,00,00,000	-	1,00,00,000	4.71

			Corporate)	Kamal Value Reality India Pvt. Ltd.					
32	Kunika Project Pvt. Ltd.	AAFCK 7225B	Non-promoter (Body Corporate)	Anand Pandit on behalf of Kunika Project Pvt. Ltd.	-	1,00,00,000	-	1,00,00,000	4.71
33	Lotus Pictures Pvt. Ltd.	AACCL 8215D	Non-promoter (Body Corporate)	Anand Pandit on behalf of Lotus Pictures Pvt. Ltd.	-	1,00,00,000	-	1,00,00,000	4.71
34	Zinnia Projects Pvt. Ltd.	AAAC Z7363C	Non-promoter (Body Corporate)	Anand Pandit on behalf of Zinnia Projects Pvt. Ltd.	-	1,00,00,000	-	1,00,00,000	4.71
35	Parimal Jaswantrai Mehta	ABCP M3316 N	Non-promoter (Individual)	Parimal Jaswantrai Mehta	-	1,00,00,000	-	1,00,00,000	4.71
36	Jaswant D Mehta	ABQP M3331 D	Non-promoter (Individual)	Jaswant D Mehta	-	1,00,00,000	-	1,00,00,000	4.71
37	Devika Rathod	AHQPR 2997A	Non-promoter (Individual)	Devika Rathod	-	1,00,00,000	-	1,00,00,000	4.71
38	Missam Mukhtar Ali Virani	BVTPA 2670P	Non-promoter (Individual)	Missam Mukhtar Ali Virani	-	1,00,00,000	-	1,00,00,000	4.71
39	Abass Ali Akbar Virani	ACRPV 8465D	Non-promoter (Individual)	Abass Ali Akbar Virani	-	1,00,00,000	-	1,00,00,000	4.71
40	Mohammad Abbass Patel	BVTPA 2670P	Non-promoter (Individual)	Mohammad Abbass Patel	-	1,00,00,000	-	1,00,00,000	4.71
41	Naim Raza Abbasali Virani	BQLPV 2395F	Non-promoter (Individual)	Naim Raza Abbasali Virani	-	1,00,00,000	-	1,00,00,000	4.71
Total								16,73,00,000	

10. The change in control, if any, in the company that would occur consequent to the preferential offer:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

11. Auditor's Certificate

A certificate from M/s. R Soni & Co., Chartered Accountants, (FRN: 130349W) being the Statutory Auditor of the Company certifying that the preferential issue is being made in accordance with the SEBI (ICDR) Regulations, 2018 shall be available for inspection on all working days between 10:00 a.m. to 01:00 p.m. at the registered office of the Company upto the date of declaration of results.

12. Lock-in Period

The Warrants and the Equity Shares allotted pursuant to conversion of such warrants shall be subject to a lock-in for a period of 1 year from the date of allotment and receiving trading approval respectively as specified under the SEBI (ICDR) Regulations relating to preferential issue.

The entire pre-preferential allotment shareholding of the Warrant holder, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of allotment granted by the Stock Exchange(s);

13. Undertaking

The Company shall re-compute the price of the warrants in terms of the provision of SEBI ICDR regulations where it is required to do so and if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR regulations, the warrants shall continue to be locked-in till the time such amount is paid by the allottees.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions.

ITEM NO. 3. Approval of Employee Stock Option Policy

Members are requested to note that the success of the Company's objectives is largely determined by the quality of its work force and their commitment to achieve Company's objectives. It is recognized that not only good employment opportunities but also additional motivating mechanisms are needed to incentivize employees and aligning their interest with the interest of the Company.

The Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include the Nomination, Remuneration and Compensation Committee constituted by the Board or any other Committee which the Board may constitute to act as the 'Compensation Committee' under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (the 'SEBI ESOP Regulations') or their delegated authority) has proposed "**Toyam Industries Limited Employee Stock Option Scheme 2019**" ("**Toyam ESOP 2019**"). As members are aware, employee stock option plans are considered as an effective tool to attract and retain the best talent and also serves to attract, incentivise and motivate professionals and reward exceptional performance.

The Board has approved on recommendation of the Nomination and Remuneration Committee, at their meeting held on 1st July, 2019 the number of equity shares to be issued and allotted under the ESOP Plan 2019 shall not exceed 2,08,00,000 (Two Crores Eight Lakhs).

The salient features of the Toyam ESOP 2019 are set out below as per the SEBI circular:

1. Brief description of the Scheme - Toyam ESOP 2019

The Scheme is intended to reward the Employees performing par excellence of the Company, as an incentive to attract and retain the best available talent, to ensure long term commitment to the Company, to encourage individual ownership of the Company by such Employees recognized, to motivate them to contribute to the growth and development of the Company and thereby to achieve the ultimate objective of enhancing the enterprise value of the Company. In the opinion of the Board of Directors of the Company, the Scheme is a manifestation of the confidence reposed by the Company on such Employees of the Company and it is intended to serve as a testimony of the faith the Company has on the Employees and an opportunity to reward them for their outstanding services.

2. Total number of Options to be granted

A maximum of 2,08,00,000 (Two Crores Eight Lakhs) stock options, subject to adjustments as may be required due to any corporate action. Each stock option is exercisable into 1 (one) equity share of the Company. This includes issue of 2,00,00,000 options to Managing Director of the Company.

3. Identification of classes of employees entitled to participate in the Toyam ESOP 2019

To be decided by the Nomination & Remuneration Committee from time to time, in accordance with the Toyam ESOP 2019.

Following persons are not entitled to participate in the Toyam ESOP 2019:

- a) an employee / director who is a promoter or a person belonging to the promoter group; and
- b) a director who either by himself or through his relative(s) or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

4. Appraisal process for determining the eligibility under the Toyam ESOP 2019

The appraisal process for determining the eligibility shall be decided by the Board from time to time.

5. Requirements of vesting and vesting period and the maximum period within which the options shall be vested

As determined by the Nomination & Remuneration Committee in accordance with the Toyam ESOP 2019. Provided that there shall be a minimum period of one year between the grant of options and vesting of options.

6. Exercise price or pricing formula

Subject to the SEBI ESOP Regulations, the exercise price shall be decided by the Nomination and Remuneration Committee subject to a minimum of the face value per share per option.

7. Exercise period and the process of Exercise

Exercise Period would commence from the vesting date and would expire not later than 5 (Five) years from the date of grant of Options or such other period as may be decided by the Board.

The vested Options are exercisable by the Eligible Employees by a written application to the Company/ trust expressing his/ her desire to exercise such Options in such manner and on execution of such documents, as may be prescribed by the Board from time to time. The Options shall lapse if not exercised within the Exercise Period.

8. Lock-In Period

There will be no lock-in period in respect of the Shares, which may be issued/allotted on Exercise of the Options Granted pursuant to this Scheme. However, the transactions on the shares arising pursuant to exercise of options under an Employee Stock Option Scheme of the Company would be subject to the provisions of SEBI (Insider Trading) Regulations, 1992 and the Insider Trading code of the Company.

9. Implementation and administration of Toyam ESOP 2019

The Company shall directly implement and administer the Toyam ESOP 2019 through the Nomination & Remuneration Committee.

10. Issue of new shares or secondary acquisition

Company shall issue new shares on exercise of stock options under the Toyam ESOP 2019.

11. Accounting and Disclosure Policies

The Company shall comply with the accounting policies specified in the requirements on the guidance note on accounting for employees share based payments ('Guidance Note') or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including disclosure requirements prescribed therein.

12. Maximum number of Options to be issued per employee and in aggregate

The number of Options to be granted to an Eligible Employee under Toyam ESOP 2019 can be decided by the Board. However, the maximum number of Options that may be granted to Eligible Employee under the Toyam ESOP Plan 2019 shall not be more than 2,08,00,000.

13. Method of valuation of Options.

The Company shall follow the intrinsic value method for computing the compensation cost for the Options Granted. The difference between the compensation cost so calculated and the compensation cost that would have been recognised if the Company had used fair value method and its impact on the profits and earnings per share shall be disclosed as per Applicable Law, wherever required.

Members are requested to note that it is proposed to seek the approval of the Members of the Company in terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 for the introduction and implementation of the Toyam ESOP 2019.

The Board of Directors believes that the proposed ESOP is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

Except Managing Director of the Company No of the Key Managerial Person(s), Directors including their relatives are in any way, concerned or deemed to be interested in the proposed Resolutions.

ITEM NO. 4 Grant of Stock options 1% or more of the issued share capital of the Company

Considering the scale of business of the Company and the responsibilities, contribution and on-going efforts of Mr. Mohamed Ali Budhwani, Managing Director of the Company the Board based on the recommendation of the Nomination and Remuneration Committee of the Company in their respective meetings held on July 1, 2019 has recommended for approval of the shareholders, the grant of stock options equivalent to or exceeding 1% of the current issued share capital of the Company i.e.2,00,00,000 Equity Shares face value of Rs.1/- each which is 9.4% of the current issued share capital of the Company.

The Board of Directors believes that the proposed proposal is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

Except Managing Director of the Company None of the Key Managerial Person(s), Directors including their relatives are in any way, concerned or deemed to be interested in the proposed Resolutions

**By order of the Board of Directors,
Toyam Industries Limited**

Sd/-

**Mohamed Ali Rajabali Budhwani
Managing Director
DIN: 01976253
Registered Office : 503, Shree krishna building,
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (w) Mumbai(MH)- 400053**

Date : 01/07/2019

Place : Mumbai



Toyam Industries Limited

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;

Email: info@toyamindustries.com | Contact No.: 022-67425111

ATTENDANCE SLIP

Regd. Folio No _____

DP ID/ Client ID _____

No. of Shares held _____

Name(s) and address of the Shareholders/Proxy in Full: _____

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 01/2019-2020 Extra-Ordinary General Meeting of the Company on Wednesday, 31st day of July, 2019 at 11.00 A.M. at the registered office of the Company at 503, Shri Krishna Complex, Opp. Laxmi Industrial Estate, New Link Road Mumbai-400053.

Signature of Shareholder/ Proxy

NOTE: Please fill in the Attendance Slip and hand it over at the entrance of the Hall.



Toyam Industries Limited

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Email: info@toyamindustries.com | Contact No.: 022-67425111

Form No. 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]

CIN:

Name of the Company:

Registered office:

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Clint Id:
DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 01/2019-2020 Extra-Ordinary General Meeting of members of the Company, to be held on Wednesday, 31st day of July, 2019 at 11.00 A.M. at the registered office of the Company at 503, Shri Krishna Complex, Opp. Laxmi Industrial Estate, New Link Road Mumbai-400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Increase in Authorized Share Capital
2. Issue of Warrants Convertible Into Equity Shares On Preferential Basis
3. Approval of Employee Stock Option Plan
4. Grant of Stock Options 1% or More of the Issued Share Capital of the Company

Affix
Revenue
Stamp

Signed this day of..... 2019

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting



Toyam Industries Limited

TOYAM INDUSTRIES LIMITED

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Email: info@toyamindustries.com | Contact No.: 022-67425111

ROUTE MAP FOR THE VANUEN OF 1/2019-20 EGM

FROM CHATRAPATI SHIVAJI TERMINUS TO TOYAM INDUSTRIES LIMITED, 503, SHREE KRISHNA COMPLEX, OPP. LAXMI INDUSTRIAL ESTAE, NEW LINK ROAD, ANDHERI, WEST, MUMBAI (MH)-400053.

