



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

POSTAL BALLOT NOTICE

[Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA circulars (as defined below)]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (the “Act”, which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (the “Rules”, which shall include any statutory modifications, amendments or re-enactments thereto) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), for seeking approval of the shareholders for the matters as considered in the Resolutions appended below through postal ballot by way of remote e-voting (“Postal Ballot”).

Section 110 of the Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 (collectively referred to as “MCA Circulars”), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, had advised companies to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business(es) only by Postal Ballot up to December 31, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote e-voting is being initiated to transact business(es) as set out in this Notice. The Company has engaged National Security Depository Limited (NSDL) for facilitating the remote e-voting system. The remote e-voting period commences on Tuesday 20th July, 2021 (9.00 a.m. IST) and ends on Wednesday, 18th August, 2021 (5.00 p.m. IST). The cut-off date for the purpose of determining eligibility of members for voting has been fixed as Friday 16th July, 2021 (“cut-off date”). In compliance with the aforesaid MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialized form as on the cut-off 16th July, 2021 and whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the Postal Ballot will also be available on the Company’s website www.toyamindustries.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com & Metropolitan Stock Exchange of India Limited at www.msei.in, and on the website of National Securities Depository Limited (NSDL) i.e. at www.evoting.nsdl.com. Members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

The Board of Directors of the Company (“Board”), at its meeting held on Friday, 9th July, 2021, has appointed Mr. Nitesh Chaudhary & Associates, Practicing Company Secretaries, (Membership No. 10010) and COP No. [16275], as the Scrutinizer for conducting the E-voting process in a fair and transparent manner.

In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-voting shall commence on Tuesday 20th July, 2021 at 9:00 A.M. and will end on Wednesday, 18th August, 2021 at 5:00 P.M. The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on Thursday 19th August, 2021 and, the results of the voting shall be declared by the Chairman of the Company on or before 5:00 P.M. Friday, 20th August, 2021, at Company's Registered Office situated at 503, Shri Krishna Complex, Opp. Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai- 400053, Maharashtra. The results along with the Scrutinizer's Report will be placed on the Company's website i.e. www.toyamindustries.com and on the e-voting system link of National Securities Depository Limited (NSDL) i.e. at www.evoting.nsdl.com. The same shall simultaneously be communicated to the BSE Limited and Metropolitan Stock Exchange of India Limited, on which the shares of the Company are listed.

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 Authorized Capital of Rs. 25,65,00,000/- (Twenty Five Crores Sixty Five Lakhs) divided into 25,65,00,000 (Twenty Five Crores Sixty Five Lakhs) Equity Shares of Rs. 1/- each to Rs. 92,00,00,000 (Ninety Two Crores Only) divided into 92,00,00,000 (Ninety Two Crores) Equity Shares of Rs. 1/- each, by creation of additional 66,35,00,000 (Sixty Six Crores Thirty Five Lakhs) Equity Shares of Rs. 1/- each ranking pari-passu 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. 92,00,00,000 (Ninety Two Crores Only) divided into 92,00,00,000 (Ninety Two Crores) Equity Shares of Rs. 1/- each (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 Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and applicable rules made thereunder (“Companies Act”) read with the Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, (“Companies SCD Rules”), Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, (“Companies PAS Rules”) and the regulations framed thereunder subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) including any statutory modification(s)/ amendments or re-enactment thereof for the time being in force and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (“SEBI”), and consents and sanctions of Bombay Stock Exchange & Metropolitan Stock Exchange of India Ltd the stock exchange's where the shares of the Company are listed (“Stock Exchange”) and enabling provisions of the memorandum of association and articles of association of the Company as amended from time to time and subject to requisite approvals, consents, permissions and / or sanctions if any, of the Government of India, SEBI, Stock Exchange and other relevant, statutory, appropriate, governmental authorities or departments, institutions or bodies, as may be required and subject to such conditions as may be prescribed by

any of them while granting any such approvals, consents, permissions, and / or sanctions and which may be agreed to by the Board of Directors of the Company (“Board” which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board, to create, offer, issue and allot on a preferential basis up to 20,22,00,000 (Twenty Crores Twenty Two Lakhs only) Convertible Warrants (“Warrants”) (“Preferential Issue of Warrants”), within a period of 18 (eighteen) months from the date of allotment of Warrants in such manner, each convertible into 1 (one) Equity share of face value of ₹ 1/- (Indian Rupees One) each, fully paid up, for cash, at such a price as may be arrived at in accordance with the SEBI (ICDR) Regulations being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate, as the Board, may, in its absolute discretion deem fit at such time or times, on behalf of the Company to Individuals and Entities/Companies other than Promoters and Promoter Group of the Company (hereinafter referred to as the “Proposed Warrant Allottees/Warrant holder”) in the following manner:

SR. NO.	NAME OF THE PROPOSED ALLOTTEES	CATEGORY OF INVESTOR	NUMBER OF WARRANTS (NOT EXCEEDING)	ULTIMATE BENEFICIAL OWNER
1	Shaila Shashikant Parkar	PUBLIC	10,00,000	Shaila Shashikant Parkar
2	Shashikant Parkar	PUBLIC	10,00,000	Shashikant Parkar
3	Nipa Anil Haria	PUBLIC	10,00,000	Nipa Anil Haria
4	Anil Kantilal Haria	PUBLIC	10,00,000	Anil Kantilal Haria
5	Kantilal Talakshi Shah	PUBLIC	10,00,000	Kantilal Talakshi Shah
6	Ranjan Kantilal Shah	PUBLIC	10,00,000	Ranjan Kantilal Shah
7	Prayag Krishna Shelatkar	PUBLIC	7,00,000	Prayag Krishna Shelatkar
8	Vanmala Krishna Shelatkar	PUBLIC	7,00,000	Vanmala Krishna Shelatkar
9	Padmaja Suresh Ambekar	PUBLIC	10,00,000	Padmaja Suresh Ambekar
10	Dilip Suresh Ambekar	PUBLIC	10,00,000	Dilip Suresh Ambekar
11	Lata Suresh Ambekar	PUBLIC	10,00,000	Lata Suresh Ambekar
12	Shubhangi Sudhir	PUBLIC	10,00,000	Shubhangi Sudhir
13	Sudhir Vaman Padiyar	PUBLIC	46,00,000	Sudhir Vaman Padiyar
14	Nirnay Multitrade LLP	PUBLIC	1,50,00,000	Rinkal Chintan Furia & Manilal Lalji Gada
15	Gujarish Tradewing LLP	PUBLIC	1,50,00,000	Sanjay Atmaram Devlekar & Sanjay Bhoir
16	Himanshu Gandhi (HUF)	PUBLIC	1,00,00,000	Himanshu Gandhi, Bijal Gandhi, Khushboo Gandhi, Jovita Gandhi
17	Hales Enterprises LLP	PUBLIC	50,00,000	Mohit Khullar & Shivangi Khullar
18	Emily Enterprises LLP	PUBLIC	50,00,000	Mohit Khullar & Shivangi Khullar
19	Hansaben Dineshchandra Tanna	PUBLIC	30,00,000	Hansaben Dineshchandra Tanna
20	Roopa Rishi Karia	PUBLIC	30,00,000	Roopa Rishi Karia
21	Biyani Complex LLP	PUBLIC	95,00,000	Reshma Biyani & Manmohan Mimani
22	Biyani Residency LLP	PUBLIC	95,00,000	Reshma Biyani & Manmohan Mimani
23	Dhakad Properties Private Limited	PUBLIC	1,00,00,000	Ajit Kumar Jain & Sohanlal Jain
24	Kuber Equity Services LLP	PUBLIC	50,00,000	Premal Mukundbhai Shah & Keval Arvind Modi
25	Harpreet Commosales LLP	PUBLIC	50,00,000	Bharadwaj Bhimsen Sawant & Anita Azad Bohat
26	Yuvika Tradewing LLP	PUBLIC	50,00,000	Nehal Atul Malde & Varsha Dilip Malde
27	Kittu Commosales LLP	PUBLIC	50,00,000	Geeta Ahire & rahul Ahire
28	Shine Commosales LLP	PUBLIC	1,00,00,000	Amribai Bheemraj Patel & Bheemraj Harji Patel
29	Kamla Multitrade LLP	PUBLIC	1,00,00,000	Durgadevi Bhairoprasad Gupta & Bhairoprasad Gupta
30	Litex Traders LLP	PUBLIC	1,00,00,000	Priya A Shah & Prahsantbhai Sureshbhai Mishra

31	Dam Commosales LLP	PUBLIC	1,00,00,000	Mrs. Ramila Dhirajlal Furia & Mr. Dhiraj Mavji Furia
32	Rooprekha Textile LLP	PUBLIC	1,00,00,000	Vidya Rai & Ramdas Bharti
33	Subrato Saha	PUBLIC	2,00,00,000	Subrato Saha
34	Hussain Jawadwala	PUBLIC	2,00,000	Hussain Jawadwala
35	Bindhima Balan	PUBLIC	10,00,000	Bindhima Balan
36	Sadhu Vintrade LLP	PUBLIC	1,00,00,000	Hiral Suresh Nagda & Bhairoprasad Gupta
			20,22,00,000	

RESOLVED FURTHER THAT subject to compliance with Chapter V of the SEBI ICDR Regulations, the Companies Act, the Companies SCD Rules, and the Companies PAS Rules, the members hereby approve the issue and allotment of the Warrants to proposed allottees as stated in above table including Individuals and Entities/Companies other than Promoters and Promoter Group of the Company (hereinafter referred to as the “Proposed Warrant Allottees/Warrant holder”).

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the Preferential Issue of Warrants is being made in accordance with Chapter V of SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms:

a. Each Warrant held by Proposed Warrant Allottee (“Warrant Holder”) shall entails it to apply for and obtain allotment of one Equity share of the Company at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (**the “Warrant Exercise Period”**).

b. A Warrant subscription price equivalent to 25% of the issue price of the Equity shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of each Equity shares. Warrant exercise price equivalent to the 75% of the issue price of each Equity shares shall be payable by the Proposed Warrant Allottee (“Warrant Holder”) at the time of exercising the Warrant.

c. The issue and allotment of the Warrants as well as Equity shares arising from the exercise of the Warrants shall be in dematerialised form and be governed by the regulations and guidelines, issued by SEBI or any other statutory authority as the case may be, from time to time.

d. In the event Proposed Warrant Allottee (“Warrant Holder”) does not exercise the Warrants within 18 (eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

e. The Equity shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be subject to the memorandum of association and articles of association of the Company and shall rank pari passu in all respects including dividend, if any, with the existing Equity shares of the Company.

f. The Warrants and the Equity shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations and subject to the relevant provisions contained in the memorandum of association and articles of association of the Company.

g. The consideration for allotment of Warrants and/or Equity shares of the Company arising out of exercise of such Warrants shall be paid to the Company from the bank account of Proposed Warrant Allottee.

h. The Warrants by itself until converted into Equity shares of the Company arising out of exercise of such Warrants, do not give to Proposed Warrant Allottee (“Warrant Holder”) any voting rights in the Company in respect of such Warrants.

i. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

j. The Warrant holder has not sold any equity shares during six months preceding the relevant date. The Warrant holder has not subscribed to any warrants of the Company during last one year.

RESOLVED FURTHER THAT the Warrant shall be issued and allotted by the Company to Proposed Warrant Allottee within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the allotment of the Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Government of India, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT the monies received by the Company from Proposed Warrant Allottee for application of the Warrants pursuant to this Preferential Issue of Warrants shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act and relevant rules framed thereunder.

RESOLVED FURTHER THAT the Warrants to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter V of the SEBI ICDR Regulations and the Warrants so offered, issued and allotted shall be subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by Proposed Warrant Allottee (“Warrant Holder”) and subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to Proposed Warrant Allottee (“Warrant Holder”), as may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for the same and to resolve and settle all questions and difficulties that may arise in relation to the proposed Preferential Issue of Warrants, offer and allotment of any of the Warrants, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities including application to the Stock Exchange for obtaining in-principle approval, listing of shares on conversion of the Warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/or such other authorities as may be necessary for the purpose, issuing and allotment of the Warrants, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution and also to delegate all or any of the powers herein conferred to any committee of the Board or any director(s) or officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the Stock Exchange and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Directors/Company Secretary/any officers of the Company to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board including any of its duly constituted committee in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

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

**Sd/-
Pooja Chauhan
Company Secretary and Compliance Officer
Membership No: A48019**

**Date: 9th July, 2021
Place: Mumbai**

Registered Office:

503, Shri Krishna Complex,
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (W), Mumbai- 400053, Maharashtra
CIN: L74110MH1985PLC285384
Website: www.toyamindustries.com;
Email; info@toyamindustries.com | Contact No.: 022-67425111

Notes:

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted through Postal Ballot is annexed and forms part of this Notice.
2. In compliance with the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on Friday, 9th July, 2021 (“cut-off date”) and whose email addresses are registered with the Company/ Depositories viz. National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”). Members who have not registered their email id may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and no. of equity shares held, to the Registrar and Share Transfer Agent of the Company i.e., MAS Services Ltd, at T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi, Delhi, 110020.
3. Each Member’s voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
4. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his/her vote through remote e-voting facility only and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
5. The E-voting will remain open for the Members for exercising their voting from Tuesday, 20th July, 2021 at 9.00 a.m. (IST) till Wednesday, 18th August, 2021 at 5.00 p.m. (IST) both days inclusive. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 9th July, 2021 may cast their vote electronically. The e-voting module shall be disabled by 5:00 P.M. on Wednesday 18th August, 2021 for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
6. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company’s website 19th July, 2021 to facilitate online inspection up to the last date for exercising the voting.
7. M/s Nitesh Chaudhary & Associates, Practicing Company Secretary (ICSI Membership no. F-10010), has been appointed as the scrutinizer to scrutinize the postal ballot, in a fair and transparent manner.
8. The Notice shall also be uploaded on the Company’s website at www.toyamindustries.com, on the website of BSE limited at www.bseindia.com, Metropolitan Stock Exchange of India Limited at www.msei.in and on NSDL E-Voting link at www.evoting.nsdl.com.
9. The results of the postal ballot will be declared not later than 48 hours of conclusion of remote e-voting i.e. on or before 5:00 P.M. Friday, 20th August, 2021. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., www.toyamindustries.com and on the e-voting system link of National Securities Depository Limited (NSDL) i.e. at www.evoting.nsdl.com 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 stock exchange where the Company’s shares are listed.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. Wednesday, 18th August, 2021. Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.
11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot shall be published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).

12. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 01:00 P.M. on all working days from the date of last day of E-voting i.e. Wednesday, 18th August, 2021.
13. The scrutinizer will submit his Report to Chairman after completion of the Scrutiny on Thursday 19th August, 2021 and the results of the voting will be announced by the Chairman on or before Friday, 20th August, 2021 and will also be displayed on the Company website (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 Friday, 20th August, 2021.
14. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
15. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 18th August, 2021 i.e. the last date specified by the Company for e-voting.
16. Any query/grievance with respect to voting on above Postal Ballot may please be addressed to Ms. Pooja Chauhan, Company Secretary & Compliance Officer at: Email id: info@toyamindustries.com , phone no.:-+ 022-67425111 or to the Registrar and Transfer Agent, MAS Services Limited, at T-34, 2nd Floor, Okhla Industrial Area, Phase – II, New Delhi – 110 020, e-mail: info@masserv.com , phone no. +91 11 2638 7281/ 82/ 83.

Instructions for E-Voting:

The e-voting period commences on Tuesday, 20th July, 2021 at 9.00 a.m. (IST) till Wednesday, 18th August, 2021 at 5.00 p.m. (IST). 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 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 evoting, 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- 116412"** 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 csnitishchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. 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.

C. 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).

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

**Sd/-
Pooja Chauhan
Company Secretary and Compliance Officer
Membership No: A48019**

Date: 09th July, 2021

Place: Mumbai

Registered Office:

503, Shri Krishna Complex,
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (W), Mumbai- 400053, Maharashtra
CIN: L74110MH1985PLC285384
Website: www.toyamindustries.com;
Email; info@toyamindustries.com | Contact No.: 022-67425111

E-voting Instructions:

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 20,22,00,000 (Twenty Crores Twenty Two Lakhs only) Convertible Warrants (“Warrants”) (“Preferential Issue of Warrants”). The present Authorized Capital of the Company is Rs. 25,65,00,000/- (Twenty Five Crores Sixty Five Lakhs only) divided into 25,65,00,000/- (Twenty Five Crores Sixty Five Lakhs) Equity Shares of Rs.1/- each.

Considering the requirements of issue of Convertible Warrants, it is therefore considered necessary to increase the Authorized Share Capital of the Company from present Rs. 25,65,00,000/- (Twenty Five Crores Sixty Five Lakhs only) divided into 25,65,00,000/- (Twenty Five Crores Sixty Five Lakhs) Equity Shares of Rs.1/- each to Rs. 92,00,00,000 (Ninety Two Crores) divided into 92,00,00,000 (Ninety Two Crores) Equity Shares of Rs. 1/- each by creation of additional 66,35,00,000 (Sixty Six Crores Thirty Five Lakhs) Equity Shares of Rs. 1/- each ranking pari-passu in all respect with the existing Equity Shares.

The proposed increase in Authorized Share Capital requires the approval of Members. Consequent upon increase in Authorized Share Capital, the Capital Clause of Memorandum of Association will require alteration so as to reflect the increased Authorized 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 Resolution.

ITEM NO. 2. Issue of Warrants on Preferential Basis

With a view to augment short term and long term resources for business, the Board of Directors of the Company, at its meeting held on Friday, 9th July, 2021, approved the issuance up to 20,22,00,000 (Twenty Crores Twenty Two Lakhs only) Convertible Warrants (“Warrants”) (“Preferential Issue of Warrants”), convertible into equivalent number of Equity Shares of Rs. 1/- each to Individuals and Entities/Companies other than Promoter and Promoter Group of the Company on Preferential basis as mentioned in point no 9 below, at such a price as may be arrived at in accordance with the SEBI (ICDR) Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of the SEBI (ICDR) Regulations or other applicable laws in this respect, subject to the approval of Members of the Company and other necessary approval(s).

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR) Regulations and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

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 up to 20,22,00,000 (Twenty Crores Twenty Two Lakhs only) Convertible Warrants (“Warrants”) (“Preferential Issue of Warrants”) to Individuals and Entities/Companies other than Promoter and Promoter Group of the Company on Preferential basis.

3. Pricing of preferential issue:

Pricing of Preferential Issue: The Warrants will be allotted in accordance with the price determined in terms of Regulations 164 of the SEBI ICDR Regulations. The Equity Shares of the Company are listed on BSE Limited and are frequently traded. The minimum price per share has been computed as ₹ 2.46/-. It is proposed to issue Warrants which are convertible into equivalent number of equity shares, at an issue price of ₹2.70/- each.

4. 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.

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

The “Relevant Date” in terms of the SEBI (ICDR) Regulations for determination of minimum price is Monday, 19th July, 2021, being a date which is 30 (Thirty) days prior to the last date specified by the Company for e-voting i.e. Wednesday 18th August, 2021.

6. 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.

7. 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:				
	Individual/HUF	1,00,00,000	4.71	1,00,00,000	2.41
	Bodies Corporate	-	-	-	-
	Sub-Total (A1)	1,00,00,000	4.71	1,00,00,000	2.41
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	2.41
B.	Public Shareholding				
1.	Institutions:				
	Mutual Funds	-	-	-	-
	Foreign Portfolio Investors	6332238	2.98	6332238	1.53
	Financial Institutions / Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Sub-Total (B1)	6332238	2.98	6332238	1.53
2.	Non-Institutions				
a.	Individuals				
	Individual share capital upto Rs. 2 Lacs	59218776	27.87	59418776	14.33
	Individual share capital in excess of Rs. 2 Lacs	99216227	46.69	152216227	36.71
b.	NBFC Registered with RBI	0	0	0	0
c.	Any Other:				
	Body Corporate	20518571	9.66	169518571	40.88
	Clearing Members	1547145	0.73	1547145	0.37
	Non-Resident Indian Non-repeat	928459	0.44	928459	0.22
	Non-resident Indian repeat	14728584	6.93	14728584	3.55
	Sub-Total (B2)	196157762	92.31	398357762	96.06
	Total Public Shareholding (B)=(B1+B2)	20,24,90,000	95.29	40,46,90,000	97.59

* The above post-issue shareholding pattern assumes conversion of all warrants into equivalent number of equity shares.

C.	Shares held by custodians and against which Depository Receipts have been issued	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	21,24,90,000	100.00	41,46,90,000	100.00

* The above post-issue shareholding pattern does not include conversion of options granted under Toyam ESOP 2020.

8. The time within which the preferential issue shall be completed

As required under the SEBI (ICDR) Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the Special Resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

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:

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SR. NO.	NAME OF THE PROPOSED ALLOTTEES	CATEGORY OF INVESTOR	PRE PREFERENTIAL ALLOTMENT SHARE HOLDING		ASSUMING CONVERSION OF OUTSTANDING WARRANTS		PAN NO.	POST PREFERENTIAL ALLOTMENT SHARE HOLDING		ULTIMATE BENEFICIAL OWNER
			NO. of SHARES	% HOLDING	NO. of SHARES	% HOLDING		NO. of SHARES	% HOLDING	
1	Shaila Shashikant Parkar	PUBLIC	79,998	0.0376%	10,00,000	0.2411%	AFYPP6328R	10,79,998	0.2604%	Shaila Shashikant Parkar
2	Shashikant Parkar	PUBLIC	36,500	0.0172%	10,00,000	0.2411%	AGCPP6053E	10,36,500	0.2499%	Shashikant Parkar
3	Nipa Anil Haria	PUBLIC	25,000	0.0118%	10,00,000	0.2411%	AAUPH0727P	10,25,000	0.2472%	Nipa Anil Haria
4	Anil Kantilal Haria	PUBLIC	0	0.0000%	10,00,000	0.2411%	AAAPH2538N	10,00,000	0.2411%	Anil Kantilal Haria
5	Kantilal Talakshi Shah	PUBLIC	1,35,000	0.0635%	10,00,000	0.2411%	AAFPS0722C	11,35,000	0.2737%	Kantilal Talakshi Shah
6	Ranjan Kantilal Shah	PUBLIC	15,928	0.0075%	10,00,000	0.2411%	ABDPS4496A	10,15,928	0.2450%	Ranjan Kantilal Shah
7	Prayag Krishna Shelatkar	PUBLIC	0	0.0000%	7,00,000	0.1688%	AKJPS5408F	7,00,000	0.1688%	Prayag Krishna Shelatkar
8	Vanmala Krishna Shelatkar	PUBLIC	0	0.0000%	7,00,000	0.1688%	AWVPS6449N	7,00,000	0.1688%	Vanmala Krishna Shelatkar
9	Padmaja Suresh Ambekar	PUBLIC	85,250	0.0401%	10,00,000	0.2411%	AFVPA1019D	10,85,250	0.2617%	Padmaja Suresh Ambekar
10	Dilip Suresh Ambekar	PUBLIC	1,60,000	0.0753%	10,00,000	0.2411%	AGKPA4045K	11,60,000	0.2797%	Dilip Suresh Ambekar
11	Lata Suresh Ambekar	PUBLIC	0	0.0000%	10,00,000	0.2411%	ADCPA4858K	10,00,000	0.2411%	Lata Suresh Ambekar
12	Shubhangi Sudhir	PUBLIC	30,000	0.0141%	10,00,000	0.2411%	AFYPA2508N	10,30,000	0.2484%	Shubhangi Sudhir
13	Sudhir Vaman Padiyar	PUBLIC	90,000	0.0424%	46,00,000	1.1093%	AIQPP0107K	46,90,000	1.1310%	Sudhir Vaman Padiyar
14	Nirmay Multitrade LLP	PUBLIC	0	0.0000%	1,50,00,000	3.6172%	AALFN5164B	1,50,00,000	3.6172%	Rinkal Chintan Furia & Manilal Laji Gada
15	Gujarish Tradewing LLP	PUBLIC	0	0.0000%	1,50,00,000	3.6172%	AANFG7185P	1,50,00,000	3.6172%	Sanjay Atmaram Devlekar & Sanjay Bhoir
16	Himanshu Gandhi (HUF)	PUBLIC	0	0.0000%	1,00,00,000	2.4114%	AADHH6827H	1,00,00,000	2.4114%	Himanshu Gandhi, Bijal Gandhi, Khushboo Gandhi, Jovita Gandhi
17	Hales Enterprises LLP	PUBLIC	0	0.0000%	50,00,000	1.2057%	AAOFH0491A	50,00,000	1.2057%	Mohit Khullar & Shivangi Khullar
18	Emily Enterprises LLP	PUBLIC	0	0.0000%	50,00,000	1.2057%	AAJFE0572A	50,00,000	1.2057%	Mohit Khullar & Shivangi Khullar
19	Hansaben Dineshchandra Tanna	PUBLIC	0	0.0000%	30,00,000	0.7234%	AAFPT4168D	30,00,000	0.7234%	Hansaben Dineshchandra Tanna
20	Roopa Rishi Karia	PUBLIC	0	0.0000%	30,00,000	0.7234%	AAFPT4194F	30,00,000	0.7234%	Roopa Rishi Karia
21	Biyani Complex LLP	PUBLIC	0	0.0000%	95,00,000	2.2909%	AATFB1314R	95,00,000	2.2909%	Reshma Biyani & Manmohan Mimani
22	Biyani Residency LLP	PUBLIC	0	0.0000%	95,00,000	2.2909%	AATFB1305N	95,00,000	2.2909%	Reshma Biyani & Manmohan Mimani
23	Dhakad Properties Private Limited	PUBLIC	0	0.0000%	1,00,00,000	2.4114%	AABCD8720A	1,00,00,000	2.4114%	Ajit Kumar Jain & Sohanlal Jain
24	Kuber Equity Services LLP	PUBLIC	0	0.0000%	50,00,000	1.2057%	AASFK7806Q	50,00,000	1.2057%	Premal Mukundbhai Shah & Keval Arvind Modi
25	Harpreet Commosales LLP	PUBLIC	0	0.0000%	50,00,000	1.2057%	AAIFH4729H	50,00,000	1.2057%	Bharadwaj Bhimsen Sawant & Anita Azad Bohat
26	Yuvika Tradewing LLP	PUBLIC	0	0.0000%	50,00,000	1.2057%	AABFY4620R	50,00,000	1.2057%	Nehal Atul Malde & Varsha Dilip Malde
27	Kittu Commosales LLP	PUBLIC	0	0.0000%	50,00,000	1.2057%	AAOFK5636L	50,00,000	1.2057%	Geeta Ahire & rahul Ahire
28	Shine Commosales LLP	PUBLIC	0	0.0000%	1,00,00,000	2.4114%	ACVFS2559R	1,00,00,000	2.4114%	Amribai Bheemraj Patel & Bheemraj Harji Patel
29	Kamla Multitrade LLP	PUBLIC	0	0.0000%	1,00,00,000	2.4114%	AAOFK4617K	1,00,00,000	2.4114%	Durgadevi Bhairoprasad Gupta & Bhairoprasad Gupta
30	Litex Traders LLP	PUBLIC	0	0.0000%	1,00,00,000	2.4114%	AAFFL8157J	1,00,00,000	2.4114%	Priya A Shah & Prahsantbhai Sureshbhai Mishra
31	Dam Commosales LLP	PUBLIC	0	0.0000%	1,00,00,000	2.4114%	AALFD3777E	1,00,00,000	2.4114%	Mrs. Ramila Dhirajlal Furia & Mr. Dhiraj Majji Furia
32	Rooprekha Textile LLP	PUBLIC	0	0.0000%	1,00,00,000	2.4114%	AARFR5100R	1,00,00,000	2.4114%	Vidya Rai & Ramdas Bharti
33	Subrato Saha	PUBLIC	0	0.0000%	2,00,00,000	4.8229%	AFOPS1470F	2,00,00,000	4.8229%	Subrato Saha
34	Hussain Jawadwala	PUBLIC	0	0.0000%	2,00,000	0.0482%	AIRPJ8043M	2,00,000	0.0482%	Hussain Jawadwala
35	Bindhima Balan	PUBLIC	0	0.0000%	10,00,000	0.2411%	EVXPB1255A	10,00,000	0.2411%	Bindhima Balan
36	Sadhu Vintrade LLP	PUBLIC	0	0.0000%	1,00,00,000	2.4114%	ACQFS0452G	1,00,00,000	2.4114%	Hiral Suresh Nagda & Bhairoprasad Gupta
					20,22,00,000					

*Assuming 100% conversion of warrants.

*The above post-issue shareholding does not include conversion of options granted under Toyam ESOP 2020.

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. Manoj Vatsal & Co., Chartered Accountants, (FRN: 010155C) 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 up to the last date of receipt of votes by e-voting.

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 i.e. Monday 19th July, 2021 and up to a period of six months from the date of allotment of Warrants.

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.

It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulter.

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 Resolution.

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

**Sd/-
Pooja Chauhan
Company Secretary and Compliance Officer
Membership No: A48019**

Date: 9th July, 2021

Place: Mumbai

Registered Office:

503, Shri Krishna Complex,
Opp. Laxmi Industrial Estate, New Link Road,
Andheri (W), Mumbai- 400053, Maharashtra
CIN: L74110MH1985PLC285384
Website: www.toyamindustries.com;
Email; info@toyamindustries.com | Contact No.: 022-67425111