

### NOTICE

**NOTICE** is hereby given that the Second Extraordinary General Meeting of the Financial year 2020-21 of the shareholders of Toyota Material Handling India Private Limited ('Company') shall be held at short notice on Wednesday, the 20<sup>th</sup> day of January, 2021 at 1:15 P.M. (IST) at the registered office of the Company situated at 43 Mile Stone, NH-8, Delhi-Jaipur Highway, Gurgaon-122004, Haryana, India, through audio-visual means to transact the following business:

#### Special Business:

- Appointment of Mr. Hajime Iwase (DIN: 08822167) as the Managing Director of the Company and fixing the managerial remuneration thereof

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

**“RESOLVED THAT** pursuant to provisions of Section 196 and/or any other applicable provisions of the Companies Act 2013 read with applicable rules framed thereunder (including any modifications and/or re-enactment thereof) and the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Hajime Iwase (DIN: 08822167) as Managing Director of the Company with effect from 20-Feb-2021 for a period of five years commencing from 20-Feb-2021 to 20-Feb-2026 on the terms and conditions including remuneration as mentioned herein below:

SALARY		DETAILS
(a) Basic Salary	:	Subject to approval by shareholders of the Company, INR 371,000/- (Indian Rupees Three Hundred Seventy One Thousand only) per month.
(b) Housing	:	The expenditure by the Company on hiring of accommodation will be subject to a ceiling of INR 180,000/- per month plus service tax, if applicable.
(c) Medical Reimbursement/ Medical Examination	:	Expenses incurred towards medical treatment/examination/communication services in India shall be reimbursed as per rules of the Company.
(d) Group Personal Accident Insurance	:	At actuals as per Company Policy.
(e) Reimbursement of expenses incurred on joining duty and returning to Home Country after completion of tenure.	:	Actual expenses incurred after arriving at the airport of India such as forwarding, loading/ unloading as well as freight, insurance, customs duty, clearing expenses, local transportation and installation expenses in connection with the moving of personal effects for self and family for joining duty in India.  After Completion of tenure, expenses needed on the way to Japan for the Personnel, his accompanying family and baggage.

### **Toyota Material Handling India Pvt. Ltd.**

Company Identification Number : U29253HR2010FTC048762  
 Regd. Office & Corporate Office : 43 Mile Stone, NH-8 Delhi - Jaipur Highway,  
 Gurugram - 122004, Haryana, India  
 Ph.: +91-0124 - 3877100, Fax: + 91 - 124 - 3877199  
 E-mail : info.sales@tmhin.toyota-industries.com  
 Website : www.toyotamaterialhandlingindia.com



(f) Car	:	Facility of Cars with Drivers.
(g) Telephone	:	Expenses for telephone including data card at residence, as per rules of the Company.
(h) Leave Travel Concession	:	As per rules of the Company.
(i) Leave	:	As per the rules of the Company.
(j) Tax	:	The tax will be paid to the Indian Government by TMHIN after deduction from the salary.
(k) Allowances/ Reimbursements	:	Other Expenses such as on gasoline/petrol, Travelling and other expenses/perks/reimbursement shall be as per the rules of the Company.

Note:-

- (a) "Family" means the spouse, dependent children and dependent parents of the appointee."  
(b) If Mr. Hajime Iwase avails any other benefit (additional car/driver/phone/data card etc.) the same will be recovered from him.

**RESOLVED FURTHER THAT** any Director/Company Secretary of the Company be and are hereby severally authorized to sign, file necessary form as mandated in the relevant provisions of the Companies Act, 2013, pay statutory fees as may be required, to update the statutory register and/or to do all acts, deeds, things, matters as may be required to give effect the above said resolution and matters connected and incidental thereto."

**2. Amendment in Joint Venture Agreement executed among Toyota Industries Corporation, Toyota Tsusho Corporation and Kirloskar Systems Limited**

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

**"RESOLVED THAT** the consent of Shareholders be and is hereby accorded to approve the amendment to the Joint Venture Agreement executed among Toyota Industries Corporation, Toyota Tsusho Corporation and Kirloskar Systems Limited on February 28, 2012;

**RESOLVED FURTHER THAT** Director/Company Secretary of the Company be and is hereby severally authorized to do all acts, deeds and things as may be required to be done and to take all such steps as may be required, necessary, expedient or desirable;

**RESOLVED FURTHER THAT** a certified copy of this resolution be given to anyone concerned or interested in the matter, under the signatures of any Director/Company Secretary of the Company."

**3. To ratify and approve the remuneration of Mr. Hajime Iwase (DIN: 08822167), Director of the Company**

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

**"RESOLVED THAT** pursuant to provisions of the Companies Act 2013 read with applicable rules framed thereunder (including any modifications and/or re-enactment thereof) and the Articles of Association of the Company, the consent of Shareholders of the Company be and is hereby accorded to ratify and approve the remuneration of INR 371,000/- paid to

Mr. Hajime Iwase (DIN: 08822167), Director of the Company with effect from 17<sup>th</sup> November, 2020 and to further approve the remuneration to be paid till 19<sup>th</sup> February, 2021 on such terms and conditions including remuneration as mentioned herein below:

SALARY	DETAILS
(a) Basic Salary	: Subject to approval by shareholders of the Company, INR 371,000/- (Indian Rupees Three Hundred Seventy One Thousand only) per month
(b) Housing	: The expenditure by the Company on hiring of accommodation will be subject to a ceiling of INR 180,000/- per month plus service tax, if applicable.
(c) Medical Reimbursement/ Medical Examination	: Expenses incurred towards medical treatment/ examination/communication services in India shall be reimbursed as per rules of the Company.
(d) Group Personal Accident Insurance	: At actuals as per Company Policy.
(e) Reimbursement of expenses incurred on joining duty and returning to Home Country after completion of tenure.	: Actual expenses incurred after arriving at the airport of India such as forwarding, loading/ unloading as well as freight, insurance, customs duty, clearing expenses, local transportation and installation expenses in connection with the moving of personal effects for self and family for joining duty in India.  After Completion of tenure, expenses needed on the way to Japan for the Personnel, his accompanying family and baggage.
(f) Car	: Facility of Cars with Drivers.
(g) Telephone	: Expenses for telephone including data card at residence, as per rules of the Company.
(h) Leave Travel Concession	: As per rules of the Company.
(i) Leave	: As per the rules of the Company.
(j) Tax	: The tax will be paid to the Indian Government by TMHIN after deduction from the salary.
(k) Allowances/ Reimbursements	: Other Expenses such as on gasoline/petrol, Travelling and other expenses/perks/reimbursement shall be as per the rules of the Company.

Note:-

- (a) "Family" means the spouse, dependent children and dependent parents of the appointee."  
 (b) If Mr. Hajime Iwase avails any other benefit (additional car/driver/phone/data card etc.) the same will be recovered from him.

**RESOLVED FURTHER THAT** any Director/Company Secretary of the Company be and is hereby severally authorized to sign, file necessary form as mandated in the relevant provisions of the Companies Act, 2013, pay statutory fees as may be required and/or to do all acts, deeds, things, matters as may be required to give effect the above said resolution and matters connected and incidental thereto.”

By Order of the Board  
For **Toyota Material Handling India Private Limited**



Date: 20.01.2021  
Place: Gurgaon

**Pragya Sharma**  
Company Secretary  
Membership No.: A33177  
43 Mile Stone, NH-8, Delhi - Jaipur Highway,  
Gurgaon - 122004, Haryana, India

**NOTES:**

**A. AVAILABILITY OF AUDIO-VISUAL MEANS FACILITY**

In furtherance of the Government's objective of facilitating corporate compliances during the current lockdown period and other restrictions on account of COVID-19 and social distancing conditions, the Ministry of Corporate Affairs (MCA) vide Circular no. 14/2020 dated 8<sup>th</sup> April, 2020, Circular no. 22/2020 dated 15<sup>th</sup> June, 2020, Circular no. 33/2020 dated 28<sup>th</sup> September, 2020 and Circular no. 39/2020 dated 31<sup>st</sup> December, 2020, has allowed companies to hold Extra-Ordinary General Meetings (EGMs) through Video Conferencing (VC) or Other Audio Visual Mode (OAVM).

Accordingly, the aforesaid General Circulars allows Companies, other than Listed Companies and Companies having 1000 members or more, a highly simplified mechanism for voting through registered emails has been put in place for easy compliance.

In terms of the said circulars, as the Company is a Private Limited Company and is not required to provide the option of e-voting facility, the Company is pleased to provide the VC/OAVM Facility to its Members. The instructions to access and participate in the meeting through VC/OAVM are provided in the subsequent paragraph.

In respect to the above circular, members are requested to take note of the following:

1. Members may pose questions on the Special Business concurrently during the Extra-Ordinary General Meeting or may send their questions prior to the date of the meeting in advance on the designated email address of the Company at sharma.p@tmhin.toyota-industries.com (' Designated Email').
2. The facility of participation through VC/OAVM is available to all Members without any restriction.
3. The facility for joining this meeting shall be opened before the scheduled time of the meeting and shall be closed after the expiry of 15 minutes of the scheduled time.
4. Attendance of Members present through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
5. Where Poll on item is required, the Members shall cast their vote on the resolutions only by sending e-mail through their e-mail addresses which are registered with the Company. The said e-mails shall only be sent to the Designated Email at sharma.p@tmhin.toyota-industries.com.

6. **AS THE MEETING IS BEING HELD VIA VC/OAVM, AND PHYSICAL ATTENDANCE OF THE MEMBERS HAVE BEEN DISPENSED WITH, THE FACILITY TO APPOINT A PROXY BY THE MEMBERS WILL NOT BE AVAILABLE.**

7. Relevant documents pertaining to the Special Business will be made available to the Member electronically upon sending a request at the Designated Email.

#### **B. INSTRUCTION FOR JOINING THE MEETING THROUGH VC/OAVM**

Members can join the meeting the VC/OVM facility by following the steps below:

1. Please click the link sent on email.
2. Click “Join” to sign in for the meeting

In case of any queries regarding VA/OAVM facility before or during the meeting, Members may call at helpline number +91-9716058056 or write to sharma.p@tmhin.toyota-industries.com to receive a response.

Members desiring any assistance relating to joining the meeting are requested to write to us at least 2 hours before the meeting to enable us to assist you effectively.

#### **C. OTHER NOTES**

1. Explanatory statement pursuant to Section 102 of the Companies Act 2013, which sets out the details relating to items of special business to be transacted at the meeting, is annexed hereto.
2. The route map of the venue of the Extraordinary General Meeting is enclosed and forms part of Notice of this meeting



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

**ITEM NO. 1:**

**Appointment of Mr. Hajime Iwase (DIN: 08822167) as the Managing Director of the Company and fixing the managerial remuneration thereof**

To propose the candidature of Mr. Hajime Iwase as Managing Director of the Company with effect from 20-Feb-2021. The Board of Directors has received consent letter from Mr. Hajime Iwase giving his consent for appointment as Managing Director of the Company.

Further, remuneration and other terms and conditions of appointment of Mr. Hajime Iwase are mentioned in the resolution stated above. The Board of Directors via resolution passed in its Board meeting held on January 20, 2021 recommends the said resolution to be passed as a Special Resolution.

Except Mr. Hajime Iwase, Director of the Company, none of the other Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution.

**ITEM NO. 2:**

**Amendment in Joint Venture Agreement executed between Toyota Industries Corporation, Toyota Tsusho Corporation and Kirloskar Systems Limited**

The Board of Directors via resolution passed in its Board meeting held on January 20, 2021 recommends the resolution to amend the Joint Venture Agreement executed between Toyota Industries Corporation, Toyota Tsusho Corporation and Kirloskar Systems Limited to be passed an Ordinary Resolution.

The proposed amendment in Joint Venture Agreement is in relation to the composition of Directors.

Except Mr. Vikram Shreekant Kirloskar, Director of the Company who is the Managing Director in Kirloskar Systems Limited also, none of the other Directors or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution.

**ITEM NO. 3:**

**To ratify and approve the remuneration of Mr. Hajime Iwase (DIN: 08822167), Director of the Company**

To inform the Shareholders of the Company that it is proposed to ratify and approve the remuneration of INR 371,000/- paid to Mr. Hajime Iwase, Director of the Company from 17<sup>th</sup> November, 2020 till date and to further approve the remuneration to be paid till 20<sup>th</sup> February, 2021.

To further inform the shareholders that the Board of Directors via resolution passed in their Board meeting held on January 20, 2021 recommended the said resolution to be passed as an Ordinary resolution in the Shareholders' Meeting.

Except Mr. Hajime Iwase, Director of the Company, none of the other Directors of the Company or their relatives, or the Key Managerial Personnel or their relatives, are concerned or interested, financially or otherwise, in the above said resolution.

By Order of the Board  
For Toyota Material Handling India Private  
Limited





Date: 20.01.2021  
Place: Gurgaon

**Pragya Sharma**  
Company Secretary  
Membership No.: A33177  
43 Mile Stone, NH-8, Delhi - Jaipur Highway,  
Gurgaon - 122004, Haryana, India