

### NOTICE

**NOTICE** is hereby given that the Eleventh Annual General Meeting of the shareholders of Toyota Material Handling India Private Limited ('Company') shall be held at short notice on Tuesday, the 31<sup>st</sup> day of August, 2021 at 03:00 P.M. (IST) at the registered office of the Company situated at 43 Mile Stone, NH-8, Delhi-Jaipur Highway, Gurgaon-122004, Haryana, India, to transact the following business:

#### Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2021 comprising the Balance Sheet as at March 31, 2021, the statement of Profit and Loss account, the Cash Flow Statement for the year then ended, a summary of the significant accounting policies and other explanatory information together with schedules, notes to accounts, Auditors' Report and Directors' Report thereon.
2. To declare dividend for the financial year 2020-21.

#### Special Business:

1. To approve amendment in Article of Association 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** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent of the shareholders of the Company be and is hereby accorded to approve amendments in the Article of Association of the Company;

**RESOLVED FURTHER THAT** Mr. Hajime Iwase (DIN: 08822167), Managing Director of the Company and Ms. Pragya, Company Secretary of the Company, be and are hereby severally authorized to file requisite forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary in connection to the amendments in the Article of Association on behalf of the Company."

2. To approve amendment in Joint Venture Agreement executed among Toyota Industries Corporation, Toyota Tsusho Corporation and Kirloskar Systems Private 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 the Shareholders of the Company be and is hereby accorded to approve the draft amendment to the Joint Venture Agreement executed among Toyota Industries Corporation, Toyota Tsusho Corporation and Kirloskar Systems Private Limited on February 28, 2012;

**RESOLVED FURTHER THAT** Mr. Hajime Iwase (DIN: 08822167), Managing Director of the Company and Ms. Pragya, Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds and things and take all such steps as may be required, necessary, expedient or desirable;

### 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: + 91-0124 - 3877199  
E-mail : info.sales@tmhin.toyota-industries.com  
Website : www.toyotamaterialhandlingindia.com



**RESOLVED FURTHER THAT** Mr. Hajime Iwase (DIN: 08822167), Managing Director of the Company and Ms. Pragya, Company Secretary of the Company, be and are hereby severally authorized to certify and issue a certified copy of this resolution to anyone concerned or interested in the matter.”

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



Date: 31.08.2021  
Place: Gurgaon

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

**NOTES:**

- 1) **A SHAREHOLDER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED.**
- 2) Proxy in order to be effective must reach the registered office of the Company before the meeting.
- 3) Members are requested to notify the Company immediately of any change in their address.
- 4) Corporate shareholders are requested to send a duly certified copy of the board resolution/ authorization letter authorizing their representative to attend and vote at the Eleventh Annual General Meeting of the shareholders of the Company.
- 5) All statutory registers will be open for inspection at the venue of the Eleventh Annual General Meeting of the shareholders of the Company.
- 6) 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.
- 7) Route map of the venue of the meeting, pursuant to the provisions of the Secretarial Standards-SS-2 is also attached for your reference.

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

**ITEM NO. 1:**

**To approve amendment in Article of Association of the Company.**

The Board of Directors via resolution passed in its Board meeting held on August 31, 2021 recommended the resolution to approve the amendments in the Article of Association (AOA) of the company as per Table-F format of schedule I for the company limited by shares in order to make it in order with the provisions of the Companies Act, 2013 and provisions of Joint Venture Agreement.

As per provisions of Section 5 and Section 14 of the Companies Act, 2013, any amendment in AOA of the Company requires approval of shareholders by way of Special Resolution. Thus, Board of Directors of the Company recommends the proposed resolution for your approval as a Special resolution.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the above said resolution. As the Company has not appointed any person as a 'Manager' in terms of provisions of section 2(53) of the Companies Act, 2013, the Company is not required to mention about the nature of concern or interest, financial or otherwise of a Manager in this agenda item.

**ITEM NO. 2:**

**To approve amendment in Joint Venture Agreement executed among Toyota Industries Corporation, Toyota Tsusho Corporation and Kirloskar Systems Private Limited**

The Board of Directors via resolution passed in its Board meeting held on August 31, 2021 recommended the resolution to approve amendments in Joint Venture Agreement executed among Toyota Industries Corporation, Toyota Tsusho Corporation and Kirloskar Systems Private Limited to be passed as an Ordinary Resolution.

The proposed amendment in Joint Venture Agreement is in relation to meetings of Board of Director's, Shareholders and some other minor changes necessary for being in line with the present provisions of Companies Act 2013.

Except Mr. Vikram Shreekant Kirloskar, Director of the Company who is the Managing Director in Kirloskar Systems Private 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.

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



Date: 31.08.2021  
Place: Gurgaon

**Pragma Sharma**  
Company Secretary  
Membership No.: A33177  
43 Mile Stone, NH-8, Delhi - Jaipur Highway,

Gurgaon - 122004, Haryana, India

Route map of the venue of the meeting



**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: U29253HR2010FTC048762

Name of the Company: Toyota Material Handling India Private Limited

Registered Office: 43 Mile Stone, NH-8, Delhi-Jaipur Highway, Gurgaon-122004, Haryana, India

Name of the shareholder(s) :		
Registered Address :		
E-mail Id:	Folio No /Client ID:	DP ID

I/We, being the shareholder(s) of \_\_\_\_\_ shares of the above-named company, hereby appoint:

1. Name :	E-mail Id:
Address:	
Signature , or failing him	
2. Name :	E-mail Id:
Address:	
Signature , or failing him	
3. Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eleventh Annual General Meeting of the shareholders of the Company, to be held at short notice on Tuesday, the 31<sup>st</sup> day of August, 2021 at 03:00 P.M. (IST) at the registered office of the Company situated at 43 Mile Stone, NH-8, Delhi-Jaipur Highway, Gurgaon-122004, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2021 comprising the Balance Sheet as at March 31, 2021, the statement of Profit and Loss, the Cash Flow Statement for the financial year then ended, a summary of the significant accounting policies and other explanatory information together with schedules, notes to accounts and Auditors' Report and Directors' Report thereon.
2. To declare dividend for the financial year 2020-21.
3. To approve amendment in Article of Association of the Company.
4. To approve amendment in Joint Venture Agreement executed among Toyota Industries Corporation, Toyota Tsusho Corporation and Kirloskar Systems Private Limited.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Signature of the shareholder(s): \_\_\_\_\_

Signature of the proxy holder(s): \_\_\_\_\_

**Affix  
Revenue  
Stamp**

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited with the Company before the commencement of the meeting.
2. The proxy need not be a shareholder of the Company.

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**ATTENDANCE SLIP**

**ELEVENTH ANNUAL GENERAL MEETING: AUGUST 31, 2021**

(Please fill in the attendance slip and hand it over at the entrance of the meeting hall)

Date:	August 31, 2021	Time:	03:00 P.M.(IST)
Place:	Registered office of the Company situated at 43 Mile Stone, NH-8, Delhi-Jaipur Highway, Gurgaon-122004, Haryana, India		

Signature of the shareholder / Proxy / Representative present	
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Regd. Folio No.	
Name of the shareholder	
Number of shares	